

IPO Database Sample: D&O Questionnaire

[COMPANY NAME]

QUESTIONNAIRE FOR EXECUTIVE OFFICERS, DIRECTORS AND PRINCIPAL STOCKHOLDERS

This questionnaire is being circulated to the existing and proposed executive officers, existing and proposed directors and principal stockholders of [Company Name] (together with its subsidiaries, the “Company”), in connection with the preparation of the Company’s registration statement on Form S-1 (“Form S-1”). Additionally, the information provided by directors will be used to assist the Board of Directors of the Company in determining your independence and in the case of nominees for the Audit Committee of the Company, your level of financial expertise within the meaning of the federal securities laws. **It is extremely important that your answers be complete and accurate. Accordingly, great care should be exercised in the completion of this Questionnaire and the verification of any information about you that is provided herein.**

If you are responding to this Questionnaire as an existing Director or Director nominee of the Company, please answer Questions 1 through 3 and 6 through 43. If you are responding as an Executive Officer of the Company, please answer only Questions 1 through 24 and 35 through 43. If you are responding only as an existing beneficial owner of securities of the Company, please answer only Questions 1, 12, 14, 15, 17 through 24 and 35 through 43.

All terms followed by an asterisk (*) are defined in the Appendix attached hereto. Please refer to the relevant definition before responding to any items containing terms with an asterisk.

If “None” or “Not Applicable” is the appropriate response to any particular Question that you are asked to answer, please so indicate rather than leave the Question blank.

References in this Questionnaire to the “last fiscal year” refer to the year ended December 31, 200_.

Your signature at the end of this Questionnaire will constitute:

- (i) your consent to the use by the Company of the information contained herein in the Form S-1 and any related filings with the SEC or FINRA,
- (ii) your agreement to promptly notify the Company of any changes in information provided in this Questionnaire that may occur subsequent to the date you complete this Questionnaire and prior to the effective date of the Form S-1, and
- (iii) your confirmation that the information contained in this Questionnaire is true and correct, to the best of your knowledge and belief, as of the date you complete this Questionnaire.

All Questions should be answered as of the date you sign this Questionnaire, unless otherwise specified. Please prepare and attach any applicable memoranda, and return this Questionnaire by [date] to:

[Contact Information]

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NAME, ADDRESS & AGE

1. Please state your name and mailing address.
2. What is your date of birth?

OCCUPATION AND BUSINESS EXPERIENCE

3. Please indicate below: (a) your present principal occupation, positions, offices or employment and (b) all principal occupations, positions, offices or employment held by you during the last **five** years (including those held with the Company or the Company's affiliates,* identified as such), giving the starting and ending dates (month/year) of each, including your present term, and the name and (except in the case of the Company or the Company's affiliates*) principal business of any corporation or other organization in which each was carried on, specifying your exact titles. Please state affiliation or beneficial relationship,* if any, that to your knowledge, any entity referred to herein has with the Company or any of the Company's affiliates*.

Occupation or Employment (please specify title)	Employer (please indicate whether for-profit or nonprofit)	Type of Business	From / To (Month & Year)

4. If you are an executive officer* of the Company, please describe, with respect to all prior occupations or employment listed in response to Question 3, the nature of your responsibilities, including, if applicable, information relating to the size of the operation supervised.

5. If you are an executive officer of the Company, do you have an employment contract with the Company?

Yes No

If yes, please describe.

6. Do you have an agreement or arrangement with the Company or any of its subsidiaries under which you will receive any payment at, following or in connection with (a) your resignation, retirement or other termination of your employment, (b) a change in control of the Company or (c) a change in your responsibilities following a change in control of the Company?

Yes No

If yes, please describe.

7. Do you have any family relationship* with any other director, nominee for director, executive officer* or nominee for executive officer* of the Company or any of the Company's affiliates*?

Yes No

If yes, please describe.

DIRECTORSHIPS AND COMPENSATION COMMITTEES

8. (a) Please list below any directorships currently held by you in any companies, including any company the shares of which are publicly traded or any company registered as an investment company under the Investment Company Act of 1940. As to each such company, please also indicate whether you served on any committee (including a compensation committee or a committee performing equivalent functions) at any time during the last fiscal year.

Name of company

Committees

- (b) Did you at any time during the last fiscal year serve as an executive officer* of another company?

Yes No

If yes, please identify the other company and your position with such other company.

(c) Did you, at any time during the last fiscal year, serve as a member of the compensation committee (or other Board committee performing equivalent functions or, in the absence of any such committee, the entire Board of Directors) of another entity (other than an entity, such as a charity, exempt from taxation under Section 501(c)(3) of the Internal Revenue Code), one of whose executive officers served as a director of the Company and/or on the compensation committee of the Company?

Yes No

If yes, please identify the other company, your position with such other company, and the member of the Company's compensation committee or Board of Directors in question.

(d) Did you, at any time during the last fiscal year, serve as a member of the Board of Directors or general partner of another entity (other than an entity, such as a charity, exempt from taxation under Section 501(c)(3) of the Internal Revenue Code), one of whose executive officers served on the Board of Directors or the compensation committee of the Company?

Yes No

If yes, please identify the other company and the member of the Company's compensation committee or Board of Directors in question.

LEGAL PROCEEDINGS

For purposes of computing the time periods in Questions 9 through 11, the date of a reportable event for purposes of Questions 9 and 11 is the date on which the final order, judgment or decree was entered, or the date on which any rights of appeal from preliminary orders, judgments, or decrees have lapsed. With respect to bankruptcy petitions as described in Question 10, the date of the event is the date of filing in the case of an uncontested petition, or the date upon which approval of a contested petition became final. The five-year period runs from that date.

9. (a) Have you been convicted in a criminal proceeding within the past five years (excluding traffic violations or other minor violations), or are you a named subject of a criminal proceeding that is presently pending?

Yes No

If yes, please describe.

(b) Were you convicted of fraud in the past ten years, or are you the named subject of a proceeding that is presently pending, where fraud is one of the alleged claims?

Yes No

If yes, please describe.

10. Has a petition under any federal or state bankruptcy or insolvency law been filed by or against you, or has a receiver, fiscal agent or similar officer been appointed by a court to manage your business or property within the last ten years?

Yes No

Include in your answer to this question not only actions by or against you personally but also by or against 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 trust or association of which you were an executive officer at or within two years before the time of such filing.*

If yes, please describe.

11. Within the past five years have you been the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, permanently or temporarily enjoining you from (or otherwise limiting) the following activities:

(a) Acting as a futures commission merchant, introducing broker, commodity trading adviser, commodity pool operator, floor broker, leveraged transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or acting 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 or federal commodities laws?

Yes No

Include in your answers to this Question any court action against you involving your work in any of the activities listed above, in connection with the purchase and sale of any security or commodity, or in connection with any violation of federal or state securities laws or federal commodities laws. Include any action against you by a federal or state authority barring you, suspending you or otherwise limiting you for more than 60 days from the activities listed above or from involvement with others engaged in those activities, unless such an order has been reversed, vacated or suspended. Also include any civil action, or finding by the Securities and Exchange Commission or by the Commodity Futures Trading Commission, in which you were found to have violated any federal or state securities law or federal commodities laws, unless the judgment or finding was subsequently reversed, suspended or vacated.

If you respond yes to any of these questions, please attach a memorandum giving details.

12. Are there any legal proceedings to which you or any associate* of yours, is a party adverse to, or has an interest adverse to, the Company or any of its subsidiaries?

Include information as to any such proceedings known by you or your associates to be contemplated by any governmental authorities.*

Yes No

If yes, please attach a memorandum describing the disposition of the proceedings and the date of termination. Include the name of the court or agency in which proceedings are or were pending, the date the proceedings were instituted, the principal parties thereto, the factual basis alleged to underlie them, and the relief sought.

ARRANGEMENTS FOR THE SELECTION OF DIRECTORS OR EXECUTIVE OFFICERS

13. Is there any arrangement or understanding between you and any other person or persons (naming such person or persons) pursuant to which you were or are to be selected as a director or executive officer* of the Company, other than arrangements or understandings with directors or officers of the Company acting solely in their capacities as such?

Yes No

If yes, please describe.

14. Do you know of any arrangement or understanding between any director, nominee for director, executive officer* or nominee for executive officer* of the Company and any other person or entity (except directors and officers of the Company acting solely in that capacity) for such person's election as a director or selection as an executive officer*?

Yes No

If yes, please describe.

CONTROL ARRANGEMENTS RELATING TO THE COMPANY

15. (a) Do you know of any arrangement (including any pledge by any person of securities of the Company or any of its members), the operation of which may at a subsequent date result in a change in control of the Company?

Yes No

If yes, please describe.

- (b) Are you party to, or do you know of any voting trust or similar agreement designed to control or direct the stockholders of the Company as to how to vote such interests?

Yes No

If your answer is yes, please briefly describe in a separate memorandum any such arrangement, including (if known) the title and amount of securities subject to such arrangement, the duration of the arrangement, the names and addresses of the voting trustees and their rights and other powers pursuant to the arrangement.

- (c) Please state below the names of persons or groups known by you to own beneficially* more than 5% of the Company's common stock.

- (d) Please state the amount of securities of the Company you own on the date you complete this Questionnaire. If none, please so state in each case.

	Shares of Common Stock	Options Exercisable by November 15, 2007	Other
Shares as to which you have sole voting power			
Shares as to which you have shared voting power			
Shares as to which you have sole investment power			
Shares as to which you have shared investment power			

(e) Please state the number of shares owned by members of your immediate family, trusts and other organizations with which you have a relationship, and any other shares of which you may be deemed to be the beneficial owner*:

Name of Holder and Relationship to You	Shares of Common Stock	Options Exercisable by November 15, 2007	Other

Of such shares:

	Shares of Common Stock	Options Exercisable by November 15, 2007	Other
Shares as to which you have sole voting power			
Shares as to which you have shared voting power			

	Shares of Common Stock	Options Exercisable by November 15, 2007	Other
Shares as to which you have sole investment power			
Shares as to which you have shared investment power			

(f) Do you have any present plans to exercise options or otherwise acquire or dispose of shares of common stock of the Company between the date you complete this Questionnaire and October 30, 2007?

Yes No

If yes, please describe.

(g) Do you wish to disclaim beneficial* ownership of any of the shares reported in subpart (e) above:

Yes No

If yes, please furnish (i) the name and address of the actual beneficial owner, (ii) your relationship to such person, (iii) the number of shares beneficially owned and (iv) the reason for such disclaimer.

COMPENSATION

16. Please describe the type and amount of all compensation you have received from the Company for services rendered in any capacity to the Company during the last fiscal year.

(a) Salaries, deferred compensation, fees (including committee fees and directors fees), commissions or bonuses:

(b) Please indicate if you received any of the following benefits from the Company during the last fiscal year.

	Yes/No		Yes/No
Home repairs and improvements (including security systems)		Housing or other living expenses (including mortgage or rent payments or the cost of domestic services)	
Personal use of a Company car or other vehicle		Personal use of a Company plane	
Personal use of a Company boat or yacht		Personal use of a Company furnished apartment, hotel room or vacation accommodations	
Personal entertainment and related expenses		Personal use of Company furnished property	

	Yes/No		Yes/No
Personal vacation or travel expenses		Personal legal, accounting, financial planning or other professional services for matters unrelated to the Company or its business	
Personal services provided by Company employees		Membership in a country club or other social or recreational club (exclude any civic or service clubs)	
Any benefits or discounts from third parties because the Company or any subsidiary directly or indirectly compensates such third party for such benefits or discounts		Consulting fees	
Any payments or promises pursuant to legacy programs or similar charitable awards		Gross-ups or other amounts reimbursed during the last fiscal year for the payment of taxes	
Any opportunity to purchase securities at a discount (where such discount is not available generally to all stockholders or all salaried employees of the Company)		Payment of insurance premiums by the Company with respect to life insurance for your benefit	
Any amounts paid or accrued pursuant to a plan or arrangement with respect to termination of your employment or a change-in-control of the Company		Any other type of personal benefit directly or indirectly received from the Company or any subsidiary for purposes unrelated to job performance	

If you responded yes to any item above, please provide relevant details.

(c) Please indicate if you participate in a Company pension plan that will provide specified payments or benefits upon retirement (e.g. a defined benefit plan or supplemental executive retirement plan). Participation in a defined contribution plan (e.g. 401(k)) need not be disclosed in response to this question.

Yes No

If you indicated yes, please state (i) the amount you contributed to such plans during the last fiscal year, (ii) the amount the Company contributed to such plans on your behalf during the last fiscal year, (iii) the amount of interest and/or earnings accrued during the last fiscal year and (iv) the amount you withdrew or that was distributed to you during the last fiscal year.

Personal contributions: \$ _____ Company contributions: \$ _____

Interest and/or earnings: \$ _____ Withdrawals/distributions: \$ _____

(d) Please indicate whether the Company pays any premiums for life or health insurance or any amounts under medical reimbursement plans (other than group insurance available on equal terms to all of the Company’s salaried employees) on your behalf.

Yes No

(e) Please indicate if you participate in a deferred compensation plan.

Yes No

If you indicated yes, please state the name of such plan, the amount of compensation you deferred pursuant to such plan during the last fiscal year and the amount you earned on all compensation deferred by you (in any fiscal year) under such plan.

Amount deferred: \$ _____

Interest/earnings: \$ _____

(f) (i) For each equity-based award granted to you by the Company during the last fiscal year, please provide (a) the date each award was granted and will expire, (b) the number of shares underlying such awards (c) the exercise price, and (d) any restrictions (e.g. vesting requirements) on such awards.

Date of Grant/ Expiration Date	Number of Shares	Exercise Price	Restrictions

(ii) Were any of your outstanding equity-based awards (regardless of when such awards were granted) repriced or modified (e.g. acceleration of vesting, extension of exercise period) during the last fiscal year?

Yes No

If yes, please provide the relevant details of each such repricing or modification. Repricing or modifications that occur as a result of a pre-existing formula in a plan or agreement governing such awards (e.g. anti-dilution provisions) do not need to be disclosed.

(iii) For each equity-based award (regardless of when such award was granted) that vested during the last fiscal year, please indicate the number of shares that you acquired upon vesting and the value you realized as a result of such vesting.

Date of Vesting	Number of Shares Acquired	Value Realized

(iv) For each equity-based award (regardless of when such award was granted) that you exercised during the last fiscal year, please indicate the number of shares that you acquired upon the exercise of such award and the value you realized as a result of such exercise.

Date of Exercise	Number of Shares Acquired	Value Realized

(g) Please describe any compensation you earned (whether paid or not) pursuant to any plan providing compensation intended to serve as an incentive for performance to occur over a specified period. Information regarding equity incentives (e.g. stock, option and other equity-based awards) should be disclosed in the prior question and need not be repeated in your response here.

(h) Have you received any other compensation?

Yes No

If yes, please describe.

(i) Have you received compensation for service as a director pursuant to any arrangements other than standard arrangements?

Yes No

If yes, please describe.

(j) Is there or has there been at any time any transactions between the Company and a third party in which the primary purpose of the transaction was to furnish compensation to you?

Yes No

If yes, please describe, including applicable dates, the nature and amount of value received or to be received by you (whether in the form of money, property, contracts, options or any other rights of any kind) directly or indirectly and the nature and amount of any services, assets or other consideration received or to be received by the Company.

RELATED PARTY TRANSACTIONS

17. Have you or has any associate* of yours or any member of your immediate family* been indebted to the Company or its subsidiaries in any amount at any time since January 1, 200_?

Yes No

If yes, please attach a memorandum describing:

- (a) the largest aggregate amount of indebtedness outstanding at any time during this period,
- (b) the nature of the indebtedness and the transaction in which it was incurred,
- (c) the amount outstanding on the date as of which this Questionnaire is answered,
- (d) the rate of interest paid or charged with respect to such indebtedness, and

(e) the date(s), if any, on which the indebtedness was repaid.

If the indebtedness is that of an associate* or a member of your immediate family*, name the associate* or family member and describe the nature of the relationship by reason of which such person is your associate* or a member of your immediate family*.

You need not include in the amount of indebtedness amounts due from you for purchases subject to usual trade terms or for ordinary travel and expense payments incurred in the ordinary course of business.

18. Since January 1, 200_, have you or any member of your immediate family* had any interest, direct or indirect, in any transactions* or in any proposed transactions* to which the Company or any of its subsidiaries is to be a party?

Yes No

If yes, please attach a memorandum describing:

- (a) the names of the parties to the transaction(s) and their relationship to you,
- (b) the nature of the interest in the transaction (including the related person's position with or ownership in a firm, corporation or other entity that is a party to or has an interest in such transaction,
- (c) the amount of the interest in the transaction, and
- (d) any other information regarding the transaction or related party that would be material to an investor.

19. Are you currently or have you been at any time since January 1, 200_ a member of, or of counsel to, a law firm which the Company has retained or proposes to retain?

Yes No

If yes, please describe your position with or in the firm and such firm's relationship with the Company (including the nature of the services performed or to be performed and the amount paid therefor if greater than 5% of the law firm's gross revenues for that firm's last full fiscal year).

20. Have you at any time since January 1, 200_ been an executive officer* of, or direct or indirect owner (of record or beneficially*) of in excess of 10% equity interest in, any firm, corporation or other business or professional entity (an "Entity")¹:

¹ For the purposes of Question 20, a nonprofit organization is considered to be a "business or professional entity."

(a) to which the Company or its subsidiaries has made payments or proposes to make payments for property or services in excess of 5% of such entity's consolidated gross revenues for its last full fiscal year or 5% of the Company's consolidated gross revenues, whichever is lower?

Yes No

(b) that has made payments or proposes to make payments to the Company or its subsidiaries for property or services in excess of 5% of the Company's consolidated gross revenues or 5% of such entity's consolidated gross revenues for its last full fiscal year, whichever is lower?

Yes No

You may exclude payments:

- (i) *where the rates or charges involved in the transaction are determined by competitive bids or the transaction involves the rendering of services as a common contract carrier or public utility at rates or charges fixed in conformity with law or governmental authority;*
- (ii) *that arise solely from the ownership of securities of the Company and no extra or special benefit not shared on a pro rata basis by all holders of the class of securities is received; or*
- (iii) *which were made or received by a subsidiary of the Company other than a significant subsidiary,* provided that all such nonsignificant subsidiaries making or receiving payment, when considered in the aggregate as a single subsidiary, would not constitute a significant subsidiary.*²*

(c) to which the Company or its subsidiaries has been indebted at any time in an aggregate amount in excess of 5% of the Company's total consolidated assets at that date?

Yes No

If any of your answers to Questions 20(a), (b) or (c) is yes, please identify each such Entity and describe your position with or in such Entity and such Entity's relationship with the Company (including the nature of the property or services involved and the amounts paid or proposed to be paid therefor or the nature and amount of the indebtedness during the indicated period or at the indicated date, as the case may be).

² If such entity is a financial institution, the following items do not constitute payments for property or services: (i) repayments of principal and (ii) payments to a manufacturer or vendor of property that is to be leased in a direct lease financing transaction in which the lessee chooses the manufacturer or vendor.

21. Are you currently or have you been at any time since January 1, 200_ a partner or executive officer* of any investment banking firm that has performed services for the Company, other than as a participating underwriter in a syndicate, or that the Company proposes to have perform services?

Yes No

If yes, please describe your position with or in the firm and such firm's relationship with the Company (including the nature of the services performed or to be performed and the amount paid therefor if greater than 5% of the investment banking firm's consolidated gross revenues for that firm's last full fiscal year).

22. Other than those relationships described in your above answers, does any other relationship exist between you and the Company that is substantially similar in nature and scope to the types of relationships described in Questions 19 through 21?

Yes No

If yes, please describe the relationship.

INDEMNIFICATION

23. Do you know of any contract or arrangement (other than provisions of Delaware law or the Company's certification of incorporation and by-laws) under which you are, or to your knowledge any controlling person, director or officer of the Company is, insured or indemnified in any manner against any liability which you or such other person may incur in your or his or her capacity as a controlling person, director or officer of the Company?

Yes No

If yes, please describe.

CERTAIN PAYMENTS

24. Do you know or have reason to believe that any of the activities enumerated below have been or may have been engaged in, directly or indirectly, by the Company or any officers, employees or agents of the Company at any time?

(a) The making of any bribes, kickbacks or other questionable, unlawful or improper payments, regardless of form, to or for the benefit of any foreign or domestic government officials or their relatives, or employees (including officials of any regulatory agencies or government-controlled organization) for the purpose of obtaining or retaining favorable treatment, business or other concessions for the Company or to pay for favorable treatment obtained in the past.

Yes No

(b) The making of any bribes, kickbacks or other questionable, unlawful or improper payments, regardless of form, to any persons other than government officials or relatives of such persons, or any understanding that any such payments were to be made, for the purpose of obtaining or retaining any favorable treatment, business or other concessions for the Company or to pay for any favorable treatment obtained in the past.

Yes No

(c) The receipt of any payments which involved any unlawful or improper purpose or any understanding that any such payments were or are to be received.

Yes No

(d) Any contributions, whether or not legal, made to any political party, political candidate or holder of governmental office.

Yes No

(e) Any bank accounts, funds or pools of funds created or maintained without being reflected on the Company's books of account, or as to which the receipts and disbursements therefrom have not been reflected on such books.

Yes No

(f) Any receipts or disbursements, the actual nature of which have been disguised or intentionally misrecorded on the Company's books of account or any false, artificial or misleading entries in or omissions from the books or records of the Company for any purpose.

Yes No

(g) Any fees paid to consultants or commercial agents which exceeded the reasonable value of the services purported to have been rendered.

Yes No

(h) Any payments, loans, disbursements or reimbursements made to personnel of the Company for the purpose of enabling them to expend time or to make contributions or payments of the kind or for the purpose referred to in Questions 24(a) through (g) above.

Yes No

If your response to any of the foregoing questions is yes, please attached a memorandum providing complete details about such activities.

FINANCIAL AND ACCOUNTING EXPERIENCE, EDUCATION AND CERTIFICATIONS

25. (a) Financial and Accounting Experience: For all positions that you have held in the past, please indicate in the “Job Duties” section of the table below whether any of these positions:

(i) required you to understand generally accepted accounting principles and to read financial statements, including balance sheets, income statements and cash flow statements;

(ii) required you to assess the application of generally accepted accounting principles in connection with the accounting for estimates, accruals and reserves;

(iii) required or provided experience in preparing, auditing, analyzing or evaluating financial statements that presented a breadth and level of complexity generally comparable to the breadth and complexity of the Company’s financial statements, or in supervising one or more persons engaged in such activities;

(iv) required or provided experience with internal controls and procedures for financial reporting; or

(v) required or provided an understanding of audit committee functions.

DATES	ORGANIZATION	POSITION	JOB DUTIES

(b) Financial and Accounting Education: Please describe your financial and accounting education (i.e. undergraduate, graduate and post-graduate education), including the name of the institution, the type of degree(s) you received, and your major and minor (if any) course of study.

INSTITUTION	DEGREE	MAJOR & MINOR

INSTITUTION	DEGREE	MAJOR & MINOR

(i) If your degrees are not in a finance or accounting field, have you taken courses in finance and/or accounting?

Yes No

If yes, please state the number of hours that you have received in finance and accounting courses.

(ii) Have you taught any courses relating to financial or accounting matters?

Yes No

If yes, please describe.

(c) Please describe any other relevant qualifications or experience you have that would assist you in understanding and evaluating the Company's financial statements and other financial information.

(d) Professional Certificates and Licenses

(i) Do you hold any financial or accounting related professional certificates or licenses or are you a member in good standing of a financial or accounting-related professional association?

Yes No

If yes, please list these certificate and licenses that you have received and when you received them, and any professional associations of which you are a member, including for how long you have been a member in good standing of such associations.

(ii) Are you required as a condition of maintaining these certificates or licenses to attend continuing professional education courses?

Yes No

(e) Do you have an understanding of internal controls and procedures for financial reporting?

Yes No

If yes, please describe your relevant qualifications or experience that would assist you in understanding such controls and procedures.

(f) Do you have an understanding of audit committee functions?

Yes No

If yes, please describe your relevant qualifications or experience that would assist you in understanding or performing such functions.

DIRECTOR INDEPENDENCE

26. Have you accepted, either directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any of its subsidiaries, other than in your capacity as a member of the audit committee, the board of directors or any other board committee?

Yes No

27. Are you an affiliate* of either the Company or any of its subsidiaries?

Yes No

28. Do you own or control less than 10% of the Company's voting securities?

Yes No

29. At any time during the past three years have you participated in the preparation of the financial statements of the Company or any subsidiary of the Company?

Yes No

30. Since January 1, 200_, have you been an employee of the Company or any of its subsidiaries?

Yes No

31. Since January 1, 200_, have you or any member of your immediate family* accepted any payments in excess of \$100,000 from the Company or any of its affiliates, other than:

- compensation for board or board committee service;
- payments arising solely from investments in the Company's securities;
- compensation paid to a member of your immediate family* who is a non-executive employee of the Company or any of its subsidiaries;
- benefits under a tax-qualified retirement plan or non-discretionary compensation;
- loans from a financial institution provided that the loans were made in the ordinary course of business, were made on substantially the same terms as those prevailing at the time for comparable transactions with the general public, did not involve more than a normal degree of risk or other unfavorable factors and were not otherwise subject to the specific disclosure requirements of the Securities and Exchange Commission;
- payments from a financial institution in connection with the deposit of funds or the financial institution acting in any agency capacity, provided that such payments were made in the ordinary course of business, made on substantially the same terms as those prevailing at the time for comparable transactions with the general public, and not otherwise subject to the disclosure requirements of the Securities and Exchange Commission; or
- loans permitted under the Securities Exchange Act of 1934, as amended?

Yes No

32. Have you been an immediate family* member of an individual who is, or since January 1, 200_ was, employed as an executive officer by the Company or its parent or any of its subsidiaries?

Yes No

33. Have you or a member of your immediate family* been a partner in, or a controlling shareholder or an executive officer of, any organization (including a charitable organization) to which the Company made, or from which the Company received, payments for property or services in the current or any of the past three fiscal years that exceed the greater of 5% of the recipient's consolidated gross revenues for that year or \$200,000, other than either (a) payments arising solely from investments in the Company's securities or (b) payments under non-discretionary charitable contribution matching programs?

Yes No

34. Please identify any other relationships or factors that may be relevant to an assessment of your ability to exercise independent judgment in carrying out your responsibilities as a director of the Company.

FINRA MATTERS

Financial Industry Regulatory Authority (“FINRA”) is the successor organization to the National Association of Securities Dealers, Inc., or the NASD. The following definitions are relevant only for purposes of answering Questions 35 through 42.

The term “arrangement” means any plan, contract, authorization or understanding, whether or not set forth in a formal document.

The term “associate” means (a) any corporation or organization (other than the Company) of which you are a partner or of which you are, directly or indirectly, the beneficial owner of 5% or more of any class of equity securities, (b) any trust or other estate in which you have a substantial beneficial interest or as to which you serve as trustee or in a similar capacity, or (c) any partner, syndicate member or person with whom you have agreed to act in concert with respect to the acquisition, holding, voting or disposition of shares of the Company’s securities.

The term “control” means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract, or otherwise.

The term “material” refers to those matters as to which an average prudent investor ought reasonably to be informed before purchasing the securities of the Company.

The term “material relationship” has not been defined by the SEC. However, the SEC has indicated that it will probably construe a “material relationship” as any relationship which tends to prevent arms-length bargaining in dealings with a company, whether arising from a close business connection or family relationship, a relationship of control or otherwise. It seems prudent, therefore, to consider that you would have such a relationship, for example, with any organization of which you are an officer, director, trustee or partner or in which you own, directly or indirectly, 10% or more of the outstanding voting stock, or in which you have some other substantial interest, and with any person or organization with whom you have, or with whom any relative or spouse (or any other person or organization as to which you have any of the foregoing other relationships) has, a contractual relationship.

The term “FINRA member” means either any individual, partnership, corporation or other legal entity that is a broker or dealer admitted to membership in FINRA or any officer or partner of such a member, or the executive representative of such a member or the substitute for such a representative.

The term “officer” means the president, the principal financial officer, the principal accounting officer, any vice president in charge of a principal business unit, division or function (such as sales, administration, or finance), and any person who performs similar policy-making functions for the entity in question.

The term “person affiliated with a FINRA member” means any person that controls, is controlled by, or is under common control with such FINRA member. Without limiting the foregoing in any way, a person will be presumed to control a FINRA member if such person owns 10% or more of the economic interest or voting power of such FINRA member. A FINRA member will be presumed to control a person if the member has 10% or more of the economic interest or voting power in such person. A person and a FINRA member will be presumed to be under common control if a single person owns 10% or more of the economic interest or voting power in both such other person and such FINRA member. A person and a FINRA member will also be

presumed to be under common control if another person has the power to direct or cause the direction of the management or policies of both the FINRA member and such other person.

The term “person associated with a FINRA member” means every sole proprietor, partner, officer, director or branch manager of any FINRA member, or any natural person occupying a similar status or performing similar functions, or any natural person engaged in the investment banking or securities business who is directly or indirectly controlling or controlled by a FINRA member (for example, any employee), whether or not any such person is registered or exempt from registration with the FINRA pursuant to its Bylaws.

The term “underwriter or a related person” means with respect to a proposed offering an underwriter, underwriter’s counsel, financial consultants and advisors, finders, members of the selling or distribution group, any member participating in the public offering, and any and all other persons associated with or related to any of the aforementioned persons.

35. Do you know of any information pertaining to compensation received or to be received in connection with or related to the distribution of the proposed public offering, or any other dealing or arrangement which provides for the receipt or transfer of any item of value or the transfer of any warrants, options or other securities from the Company to any underwriter or FINRA member?

Yes No

If yes, please explain.

36. Are you:
- (a) a FINRA member;
 - (b) a person affiliated with a FINRA member;
 - (c) a person associated with a FINRA member;
 - (d) an underwriter with respect to the proposed offering; or
 - (e) a person directly or indirectly engaged in the securities business as a broker, dealer or underwriter, whether as an employee, director, partner, registered representative, investor, or otherwise?

Yes No

If yes, please explain.

37. Do you own any stock or other securities of any FINRA member not purchased in the open market, or have you made any outstanding subordinated loans to any FINRA member?

Yes No

If yes, please explain.

38. Have you ever been an underwriter or a controlling person or member of any investment banking or brokerage firm that has been or might be an underwriter for securities of the Company (including, but not limited to, the securities now being registered)?

Yes No

If yes, please explain.

39. Please answer this Question only if you answered yes to Questions 36, 37 or 38.

(a) Please list below (i) all purchases and acquisitions (including contracts for purchase or acquisition) of securities of the Company by you since the Company’s inception and (ii) all proposed purchases and acquisitions that are to be consummated by you in whole or in part within the next twelve months.

Seller or Prospective Seller	Nature of Securities	Amount and Price or Other Consideration	Date	Description of Relationship with Seller

(b) Please list below (i) all sales and dispositions (including contracts to sell or to dispose) of securities of the Company, since the Company’s inception, by you, the Company, or any other person, to any FINRA member or underwriter and (ii) all proposed sales and dispositions that are to be consummated by you in whole or in part within the next twelve months.

Buyer or Prospective Buyer	Nature of Securities	Amount and Price or Other Consideration	Date	Description of Relationship with Buyer

40. This Question concerns your relationship, if any, with the underwriters involved in the proposed public offering.

(a) If you have had since the Company’s inception, or are to have within the next twelve months, any transactions of the character referred to in Question 39, please describe briefly the relationship, affiliation, or association of both you and, if known, the other party or parties to any such transaction with an underwriter or other person or entity “in the stream of distribution” with respect to the proposed offering. In any transaction where you know the purchaser (including yourself) to be a member of a “private investment group,” such as a hedge fund or other group of purchasers, please furnish, if known,

the names of all persons comprising such a group and their associations with or relationships to any broker-dealer.

(b) Have you ever had any interest in or material relationship with any of the underwriters or any other investment banking firm or underwriting organization or its counsel?

Yes No

If yes, please explain.

41. Except as to any arrangement with the underwriters, do you know of any arrangement made or to be made by any person, or of any transaction already effected:

(a) to limit or restrict the sale of the Company's securities during the period of the proposed public offering of the securities to be registered;

(b) to stabilize the market for the Company's securities;

(c) to withhold commissions or otherwise to hold each underwriter or dealer responsible for the distribution of his or her participation in the offering;

(d) to grant any discounts or the payment of any commission to any underwriter or the payment of any finder's fee or similar payment; or

(e) to allocate any of the Company's securities which are to be registered to you or any of your associates or to any officer or director of the Company?

Yes No

If yes, please explain.

42. Since the Company's inception, have you engaged in, or do you propose to engage in, any transaction or series of transactions to which the Company was or is to be a party and in which you have had or will have any direct or indirect material interest?

Yes No

If yes, please explain.

If any such transaction involved or is to involve the purchase or sale of assets by or to the Company, other than in the ordinary course of business, please list the cost of the assets to the purchaser, and the cost thereof to the seller if the assets were acquired by the seller within the two years immediately prior to the transaction.

Note: Examples of possible interests that must be disclosed include where you:

- (a) have been, or are now, or propose to be an officer, director or employee of a major creditor, customer or supplier of the Company, or where you have an interest in any such creditor, customer or supplier;
- (b) are a seller, buyer, lessee or lessor of property to or from the Company;
- (c) are the lender or guarantor of a loan made to, or a borrower from, the Company;
- (d) are the debtor under an obligation which the Company guarantees; or
- (e) are a buyer of securities or evidences of indebtedness from the Company.

43. Are you a venture fund, private equity fund, merchant banking fund, LBO fund, investment partnership or other pooled investment vehicle?

Yes No

If yes, please complete the supplemental FINRA questionnaire provided by the Company.

I have reviewed the answers given to the above questions and affirm that the same are true, complete and accurate in every respect, to the best of my knowledge. I understand that the foregoing information and any further communications I have with the Company, its counsel, the underwriters or their counsel regarding the matters contemplated herein may be used in connection with the preparation of the Form S-1 and any related filings with the SEC or FINRA, and that the answers to the questions submitted will be relied on by the Company and its officers and directors, its counsel, the underwriters and their counsel in preparing the Form S-1 and any related filings with the SEC or FINRA. I agree to promptly notify the Company of any changes in information provided in this Questionnaire that may occur prior to the effective date of the Form S-1.

Dated: _____, 200_

Print name: _____

By: _____

Please provide an address, telephone and facsimile numbers and an email address where we may contact you with any follow-up questions.

Address: _____

Telephone: _____

Fax: _____

Email: _____

APPENDIX

DEFINITIONS

Affiliate of, or a person (as defined below) affiliated with, a specified person, means a person who directly or indirectly through one or more intermediaries, controls (as defined below), or is controlled by, or is under common control with, the person specified. Persons who have acted or are acting on behalf or for the benefit of a person include, but are not necessarily limited to, directors, officers, employees, agents, consultants and sales representatives.

Associate includes (a) any corporation or organization (other than the Company) of which you are an officer or partner; (b) any corporation or organization (other than the Company) in which you own a 10% or greater beneficial (as defined below) interest in any class of equity securities; (c) any trust or other estate in which you have a substantial beneficial interest or as to which you serve as a trustee or in a similar capacity; or (d) any relative or spouse, or any relative of such spouse, who has the same home as you or who is a director or officer of the Company.

Beneficial or beneficially, as applied to the ownership of securities, has been defined by the Securities and Exchange Commission to mean the following:

A beneficial owner of a security includes any person (as defined below) who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise has or shares “voting power” and/or “investment power”. Voting power includes the power to vote, or to direct the voting of, such security; investment power includes the power to dispose, or to direct the disposition, of such security.

Note that more than one person may have a beneficial interest in the same securities; one may have voting power and the other may have investment power.

A person is deemed to be the beneficial owner of a security if that person has the right to acquire beneficial ownership of such security at any time within 60 days, including but not limited to any right to acquire: (a) through the exercise of any option, warrant or right; (b) through the conversion of a security; (c) pursuant to the power to revoke a trust, discretionary account, or similar arrangement; or (d) pursuant to the automatic termination of a trust, discretionary account or similar arrangement.

Beneficial relationship means any commercial, industrial, banking consulting, legal accounting or other relationship between two persons.

Control means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract, or otherwise.

Executive officer means the president, any vice president in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for the Company.

Family relationship means any relationship by blood, marriage or adoption, not more remote than first cousin.

Immediate family means a spouse, parents, children, siblings, mothers- and fathers-in-law, sons- and daughters-in-law and brothers- and sisters-in-law, and anyone residing in the person’s home.

Person includes two or more persons acting as a partnership, limited partnership, syndicate or other group for the purpose of acquiring, holding, or disposing of securities of an issuer.

Significant subsidiary means a subsidiary, including a subsidiary which meets any of the following conditions :

- The Company's and its other subsidiaries' investments in and advances to the subsidiary exceed 10% of the total assets of the Company and its subsidiaries consolidated as of the end of the most recently completed fiscal year; or
- The Company's and its other subsidiaries' proportionate share of the total assets (after intercompany eliminations) of the subsidiary exceeds 10% of the total assets of the Company and its subsidiaries consolidated as of the end of the most recently completed fiscal year; or
- The Company's and its other subsidiaries' equity in the income from continuing operations before income taxes, extraordinary items and cumulative effect of a change in accounting principle of the subsidiary exceeds 10% of such income of the Company and its subsidiaries consolidated for the most recently completed fiscal year.

Transaction as used is employed in its broadest and most comprehensive sense.

Information need not be furnished with respect to transactions with the Company in which your interest or that of your family member arises only (a) from your or any such family member's position as a director of another corporation or organization that is a party to the transaction, or (b) from the direct or indirect ownership by you, your immediate family members, all other directors, nominees and executive officers of the Company and their immediate family members, and any security holder known to the Company to own of record or beneficially more than 5% of the Company's stock in the aggregate, of less than a 10% equity interest in another person (not a partnership) which is a party to the transaction, or (c) from both such position and ownership, or (d) from your position as a limited partner in a partnership in which you, your immediate family members, all other directors, nominees and executive officers of the Company and their immediate family members, and any security holder known to the Company to own of record or beneficially more than 5% of the Company's stock in the aggregate, have or had an interest of less than 10%, or (e) from the holding of an equity interest (including a limited partnership interest but excluding a general partnership interest) or a creditor interest in another person that is a party to the transaction and the transaction is not material to such other person. In addition, information need not be furnished with respect to any such transaction where (i) the rates or charges involved in the transaction are determined by competitive bids or the transaction involves 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, (ii) the transaction involves services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services, (iii) the amount involved in the transaction or a series of similar transactions, including all periodic installments in the case of any lease or other agreement providing for periodic payment or installments, does not exceed \$60,000, or (iv) the interest of the specified person arises solely from the ownership of securities of the Company and the specified person receives no extra or special benefit not shared on a pro rata basis by all holders of securities of the class.

The amount of the interest of you or your associates shall be computed without regard to the amount of profit or loss involved in the transaction.

As to any transaction involving the purchase or sale of assets by or to the Company, otherwise than in the ordinary course of business, state the cost of the assets to the purchaser and the cost thereof to the seller if acquired by the seller within two years prior to the transaction.

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Underwriter or Related Person means, with respect to a proposed offering, underwriters, underwriters' counsel, financial consultants and advisors, finders, members of the selling or distribution group, and any and all other persons associated with or related to any of such persons, including members of the immediate family of any of the aforementioned persons.

Value, with respect to valuation of perquisites and other personal benefits, means the Company's aggregate incremental cost.