

[_____]
(the "Company")

DIRECTORS AND OFFICERS GENERAL QUESTIONNAIRE

The purpose of this Questionnaire is to provide the Company with information as of _____, ~~2009~~2010 (the "Reporting Date") to be used in the preparation of proxy material and annual reports to be filed with the Securities and Exchange Commission ("SEC"). Your signature at the end of this Questionnaire will constitute your consent to the use in such filings of the information contained in your answers. [You are also asked to provide an annual acknowledgement of your review of the Company's [Code of Ethics and Business Conduct.]

Please answer all questions fully, using the reverse sides of these pages or extra sheets of paper where necessary and using the entry "none" or "not applicable" where appropriate. If there is any situation about which you have any doubt, please contact _____.

It is requested that an executed copy of this Questionnaire be returned not later than _____, ~~2009~~2010 to:

Please retain the duplicate copy of this Questionnaire to facilitate your updating from time to time of the information presented.

1. BASIC INFORMATION:

Set forth below is certain basic information as it appears in the Company's records and as it is proposed to be reported in all SEC filings. If this information is not correct, is incomplete, or if you desire to make any modification to it, please so indicate.

(a) Name [401(a)]: _____

(b) Date of Birth [401(a)]: _____

(c) Home Address & Telephone Number: _____

(d) Business Address & Telephone Number: _____

(e) Spouse's Name: _____

(f) Family Relationships [401(d)]: The existence of any family relationship (by blood, marriage, or adoption, not more remote than first cousin) between you and any director, or person nominated to become a director, or any executive officer of the Company or its subsidiaries: _____

(g) Business Experience [401(e)(1) and §407 of the Sarbanes-Oxley Act of 2002]:

(i) To assist you in responding to this and subsequent questions, set forth below is your biographical information which was disclosed in the Company's most recent Proxy Statement.

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(ii) If you have not been employed by the Company for the last five years, give a brief account of your business experience during that period (together with applicable dates), including your principal occupations and employment during this period and the name and principal business of any corporation or other organization in which such occupations and employment were carried on, and whether such corporation or organization is a parent, subsidiary, or other affiliate of the Company. _____

(iii) Commencing in 2010, the Company will be required for the first time to briefly discuss in its proxy statement or Form 10-K for each or person nominated or chosen to become a director, the specific experience, qualifications, attributes or skills that led to the conclusion that such director or nominee should serve as a director for the Company, in light of its business and structure. If material, this disclosure should cover more than the past five years, including information about the person's particular areas of expertise or other relevant qualifications. Please provide any information you believe relevant to this required disclosure not reflected in the biographical information set forth above: _____

(h) List all companies of which you are currently, or since January 1, 2005 have been, a director which has a class of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934 (the "Exchange Act") or is subject to the requirements of Section 15(d) of the Exchange Act or is registered as an investment company under the Investment Company Act of 1940.

[Item 401(e)(2)] _____

Note: As a general rule, this means companies whose shares are publicly traded.

(i) Are you now or have you been within the past two years a member of the compensation committee (or a similar committee making compensation decisions) of any entity other than the Company? _____

If yes, please provide the name of the other entity, the name of the committee and the period of service. If the entity is a not-for-profit 501(c)(3) entity, please indicate. [Item 407(e)(4)] _____

(j) Are you now or have you been within the past two years a member of the audit committee (or a similar committee reviewing financial information) of any entity other than the Company? _____

If yes, please provide the name of the entity. _____

(k) Is or was there any arrangement or understanding between you and any other person pursuant to which you are or were to be selected as a director or nominee of the Company, other than an arrangement or understanding with the directors or officers of the Company acting solely in their capacities as such. [Item 401(a)] _____

2. **SHARE OWNERSHIP:** [Item 403]

State below the number of shares of common stock of the Company which you owned of record or beneficially as of the Reporting Date. Please describe the nature of your ownership of any shares listed under parts (b), (d), (e), and (f) below.

(a) Number of shares owned by you directly or in joint tenancy with your spouse of which you are a beneficial owner. Include shares held in the name of a bank, broker, or nominee for your account. See Note below for meaning of "beneficial owner." _____

(b) Number of shares owned by your spouse. (Do not include shares held jointly and reported in Part (a) above.) _____

- (c) Number of shares owned by all of your minor children (include any held by a custodian for your minor child under any Uniform Gifts to Minors Act). _____
- (d) Number of shares owned by any relatives of you or your spouse who live in your home (do not include shares listed in Part (c)). _____
- (e) Any other shares owned by you "beneficially" (see Note below) including:
 - (i) shares of which you have sole voting power _____
 - (ii) shares of which you share voting power _____
 - (iii) shares of which you have sole investment power _____
 - (iv) shares of which you share investment power _____
- (f) Shares of which you are deemed the beneficial owner because you have the right to acquire beneficial ownership within sixty days of the Reporting Date (such as pursuant to a stock option). [Rule 13d-3] _____
- (g) Shares which you reported above as owned of record or beneficially that are pledged as security? If so, please indicate below the number and type of shares pledged as security.
 Yes _____ No _____
 Number and type of shares pledged _____

The undersigned disclaims beneficial ownership of any securities listed above of which he would not, but for Rule 13d-3 of the Exchange Act, be deemed to be the beneficial owner.

- (h) Please state if know of any other person(s) or group(s) that beneficially own more than 5% of the Company's stock.

- (i) Please state if you or a member of your immediate family who lives in your household entered into a contract, issued instruction or established a plan (other than under a savings or compensation plan or dividend reinvestment plan of the Company) that provides for the purchase or sale of the Company's stock in the future. (These are often called pre-arranged plans or Rule 10b5-1 plans).

(j) Please state if you know of any arrangement, or believe that any arrangement exists, through which more than 5% of the Company's stock is held pursuant to a voting trust or similar arrangement. [Schedule 14A, Item 6(e)]

(k) Please state if you know of any arrangements that may result in a future change in control of the Company (other than ordinary default provisions contained in the Company's charter, trust indentures or other governing instruments relating to the Company's common stock). These arrangements would include a pledge by a person of equity securities, a deposit of equity securities as collateral, creation of a voting trust or similar arrangement or contract providing for the sale or disposition of equity securities. [Schedule 14A, Item 6(e)]

(l) Do you or any of your Affiliates participate in an investment decisions made by a corporation, partnership, limited liability company, or other business entity, or by any nonprofit organization, that owns our securities? _____

If yes, please provide details and state whether you disclaim beneficial ownership. _____

Note: According to the rules of the SEC, the beneficial owner, whether or not the record owner, is any person who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise, has or shares:

- (1) Voting power which includes the power to vote, or to direct the voting of, such security; and/or
- (2) Investment power which includes the power to dispose, or to direct the disposition of, such security.

In addition, the rules deem a person a beneficial owner if the person has the right to acquire beneficial ownership of the security within sixty days (whether through the exercise of an option, warrant or right; through the conversion of a security; pursuant to the power to revoke a trust, discretionary account, or similar arrangement; or pursuant to the automatic termination of a trust, discretionary account or similar arrangement). Moreover, a person is deemed the beneficial owner of a security if the person obtained the right to acquire beneficial ownership of the security for the purpose or effect of changing or influencing the control of its issuer.

3. SECTION 16 REPORTS:

(a) Form 5 Report: Please indicate if you are required to file a Form 5 with the Securities and Exchange Commission reporting exempt transactions (e.g., gifts and inheritances) or other transactions which were required to be reported during the fiscal year, but have not been reported. (If required, Form 5 must be filed within 45 days after the end of the Company's last fiscal year. [Item 405].

Form 5 required.

Form 5 not required.

(b) Late Filings: Please indicate if you were late in the filing of any Section 16 reports for the most recent fiscal year of the Company. [Item 405].

No

Yes; if so, please give details as to number of late filings, etc.

4. LITIGATION OR ADMINISTRATIVE PROCEEDINGS:

Indicate whether or not any of the following events have occurred within the past ~~five~~ten years, ~~ten years if qualified to do business in California~~ and, if so, describe:

(a) Has a petition under the Bankruptcy Act or any state insolvency law been filed by or against, or a receiver, fiscal agent or similar officer been appointed by a court for your business or property, or any partnership in which you were a general partner at or within 2 years before the time of such filing, or any corporation or business association of which you were an executive officer at or within 2 years before the time of such filing? [Item 401(f)(1)]

Yes ___ No ___

If so, please describe. _____

(b) Have you ever been convicted in a criminal proceeding or are you a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses)? [Item 401(f)(2)]

Yes ___ No ___

If so, please describe. _____

(c) Have you been 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 you from [Item 401(f)(3)]:

(i) Acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage 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 advisor, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of an 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 ____

If so, please describe. _____

(ii) Engaging in any type of business practice?

Yes ____ No ____

If so, please describe. _____

(iii) Engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of federal or state securities laws or federal commodities laws?

Yes ____ No ____

If so, please describe. _____

(d) Have you been the subject of any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any federal or state authority barring, suspended or otherwise limiting for more than 60 days your right to engage in any activity described in (c)(i), above, or to be associated with persons engaged in any such activity? [Item 401(f)(4)]

Yes ____ No ____

If so, please describe. _____

- (e) Have you been 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 Commission has not been subsequently reversed, suspended or vacated? [Item 401(f)(5)]

Yes ____ No ____

If so, please describe. _____

- (f) Have you been found by a court of competent jurisdiction in a civil action or by the Commodities Futures Trading Commission to have violated any federal commodities law, and the judgment in such civil action or finding by the CFTC has not been subsequently reversed, suspended or vacated? [Item 401(f)(6)]

Yes ____ No ____

If so, please describe. _____

- (g) Have you been the subject of, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:

(i) Any Federal or State securities or commodities law or regulation; or

(ii) Any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or

(iii) Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity? (This question does not apply to any settlement of a civil proceeding among private litigants.)

[Item 401(f)(7)]

Yes ____ No ____

If so, please describe. _____

(h) Have you been the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act, any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member?
[Item 401(f)(8)]

Yes _____ No _____

If so, please describe.

[ONLY IF THE COMPANY IS QUALIFIED TO DO BUSINESS IN CALIFORNIA]

(g) Have you been convicted of fraud? [CA-S-OX §2117(a)(2)(F)]

Yes _____ No _____

If so, please describe. _____

5. TRANSACTIONS WITH THE COMPANY:

For purposes of this Section 5 only, the following definitions apply:

A “transaction” includes, but is not limited to, any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships.

An “immediate family member” means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, **and any person** (other than a tenant or employee) **sharing your household**.

(a) State if you or any member of your immediate family were directly or indirectly involved in any transaction (including employment and consulting arrangements) with the Company or any of its subsidiaries at any time since the beginning of the last fiscal year in an amount exceeding \$120,000. See Notes to Question 5(a) below. Please also state if any of the parties listed above have currently proposed to engage in any such transaction with the Company. See Notes to 5(a) below. [Item 404(a)] _____

If you have confirmed after due inquiry that no such transactions occurred or are proposed, so state. _____

Notes for questions 5(a):

1. If you or an immediate family member has a position or relationship with a firm, corporation, or other entity that engages in a transaction with the Company you or an immediate family member shall not have a reportable interest in the transaction where the interest arises only:

(A) from your or your immediate 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 or your immediate family members, in the aggregate, of less than a ten percent equity interest in another person (other than a partnership) which is a party to the transaction; or

(C) from both such position and ownership specified in (A) and (B) above; or

(D) from your or your immediate family member's position as a limited partner in a partnership in which you or your immediate family members have an interest of less than ten percent, and none of you or your immediate family members is a general partner of and does not hold another position in the partnership.

2. The following transactions may be excluded:

(A) The transaction is one 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 or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority;

(B) The transaction involves services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services; or

(C) Your interest in the transaction arises solely from the ownership of a class of equity securities of the registrant and all holders of that class of equity securities of the registrant received the same benefit on a pro rata basis.

3. In the case of a transaction involving indebtedness the following items of indebtedness may be excluded from the calculation of the amount of indebtedness and need not be reported: amounts due from you or your immediate family member for purchases of goods and services subject to usual trade terms, for ordinary business travel and expense payments and for other transactions in the ordinary course of business.

- (b) *If you are one of the Company's executive officers, state if you a party to any contract, agreement, plan or arrangement, whether written or unwritten, that provides for payment(s) to you at, following, or in connection with any termination, including without limitation resignation, severance, retirement or a constructive termination, or a change in control of the Company or a change in your responsibilities. If so, please attach a copy of each contract or describe the agreement by date, title or other appropriate reference. [Item 402(j) of Regulation S-K]*

[ONLY IF THE COMPANY IS QUALIFIED TO DO BUSINESS IN CALIFORNIA]

- (c) State if, in the previous 24 months, you were indebted to the Company at a preferential loan rate. If so, state the amount and terms of the loan. [CA-S-OX §2117(a)(2)(D)] _____

6. ADVERSE INTERESTS:

Are you, or any of your "Associates" a party adverse to the Company or any of its subsidiaries, or do you or any of your "Associates" have a material interest adverse to the Company or any of its subsidiaries in any material pending legal proceedings? [Item 103, Instruction 4]

Yes ____ No ____

If so, please describe. _____

Note: The word "Associates" means (1) any corporation or organization (other than the Company or a subsidiary) of which you are an officer or partner or are, directly or indirectly, the beneficial owner of 10 percent or more of any class of equity securities, (2) 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 fiduciary capacity, and (3) your spouse and any relative of yours or your spouse who has the same home as you or who is a director or officer of the Company or any of its subsidiaries.

8. PERQUISITES

The SEC has taken the position that certain non-monetary benefits to a director or an executive officer (commonly referred to as “fringe benefits” or “perquisites”) must be valued and disclosed if such benefits (i) are not integrally and directly related to the performance of the director’s or executive officer’s duties (i.e., are not necessary to perform the director’s or officer’s job) and (ii) confer a direct or indirect benefit that has a personal aspect, without regard to whether it may be provided for some business reason or for the convenience of the company . In answering the following, do not include any non-monetary benefits that are available generally to all employees to whom they may lawfully be provided.

Examples of potentially reportable personal benefits include, without limitation, the following: (1) club memberships not used exclusively for business entertainment purposes; (2) personal financial or tax advice; (3) personal travel using vehicles owned or leased by the company or personal travel otherwise financed by the company; (4) personal use of other property owned or leased by the company; (5) housing and other living expenses (including but not limited to relocation assistance and payments to a director or executive officer to stay at his or her personal residence); (6) security provided at a personal residence or during personal travel; (7) commuting expenses (whether or not for the company’s convenience or benefit); (8) discounts on the company’s products or services not generally available to employees on a non-discriminatory basis. [Item 402(c)(2)]

Since January 1, ~~2008~~,2009, have you received any non-monetary benefits from the company or its subsidiaries?

Yes _____ No _____

If “Yes,” please describe below, including the identity and address of the recipient of the benefit, the amount and nature of compensation and the nature of the transaction.

8. CONSENT TO SERVE:

If you are a nominee for director:

I hereby consent to being named as a nominee for Director in the current Proxy Statement of the Company and agree to serve as a Director of the Company if elected at the Company's current Annual Meeting of Stockholders.

* * *

I agree to notify the Company immediately on becoming aware of any changes in the foregoing information and will endeavor to do so prior to my, any of my immediate family members or any of my affiliates under my control directly or indirectly entering into any Relationship or transaction that would require an affirmative response to any of the foregoing questions in the future.

OPTIONAL PROVISION (See page 1): I acknowledge that I have reviewed the Company's [Code of Ethics and Business Conduct].

Dated _____, ~~2009~~2010

Signature of Director or Officer