## SAMPLE

## **COVERED PERSON QUESTIONNAIRE FOR RULE 506 OFFERINGS**

NOTE: The below sample document is not a substitute for professional legal advice and it may not be appropriate for your needs. Nothing in this sample document shall create an attorney-client relationship, nor is it a solicitation to offer legal advice. If you ignore this warning and convey confidential information in a private message or comment, there is no duty to keep that information confidential or forego representation adverse to your interests. Seek the advice of a licensed attorney in the appropriate jurisdiction before taking any action that may affect your rights.

This Questionnaire is being furnished in connection with a proposed sale of securities (the "<u>Offering</u>") by \_\_\_\_\_\_, (company name) a \_\_\_\_\_\_ (state) \_\_\_\_\_\_ (corporation/limited liability company/limited partnership) (the "<u>Company</u>"). The undersigned individual, partnership, corporation, business trust, limited liability company, limited liability partnership, joint stock company, trust, unincorporated association, joint venture or other entity (each referred to as "<u>You</u>" herein) hereby represents and warrants to the Company as follows:

You are one or more of the following: (a) a general partner, managing member, director, executive officer, or other officer participating in the Offering, of the Company; (b) a beneficial owner of 20% or more of the Company's outstanding voting equity securities, calculated on the basis of voting power; (c) a promoter connected with the Company in any capacity; (d) an investment manager of a Company that is a pooled investment fund; (e) a person that has been or will be paid (directly or indirectly) remuneration for solicitation of purchasers in connection with the Offering; (f) a general partner or managing member of an investment manager described in (d) or solicitor described in (e); or (g) a director, executive officer or other officer participating in the Offering of an investment manager described in (d) or solicitor described in (e) or a general partner or managing member of such investment manager of a general partner or managing member of solicitor described in (e) or a general partner or managing member of solicitor described in (e) or a general partner or managing member of solicitor described in (e) or a general partner or managing member of such investment manager of solicitor.

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

1. In the 10 years preceding the date of the Offering (the "<u>Offering Date</u>"), have you been **convicted of any crime**:

(a) in connection with the purchase or sale of any security;

(b) in connection with the making of a false filing with the Securities and Exchange Commission ("<u>SEC</u>"); or

(c) arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser or paid solicitor of purchasers of securities?

\_\_\_\_\_ No

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

(a) in connection with the purchase or sale of a security;

(b) in connection with making of a false filing with the SEC; or

(c) arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser or paid solicitor of purchasers of securities?

\_\_\_\_\_ Yes \_\_\_\_\_ No

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

(a) bars you from associating with an entity regulated by any such commission or agency, engaging in the business of securities, insurance or banking, or engaging in savings association or credit union activities; or

(b) is based on a violation of any law or regulation that prohibits fraudulent, manipulative, or deceptive conduct?

\_\_\_\_\_ Yes \_\_\_\_\_ No

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

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

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

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

\_\_\_\_\_ Yes \_\_\_\_\_ No

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

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

(b) Section 5 of the Securities Act of 1933, as amended (the "<u>Securities Act</u>"), covering prohibitions relating to interstate commerce and the mails?

\_\_\_\_\_ Yes \_\_\_\_\_ No

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

\_\_\_\_\_ Yes \_\_\_\_\_ No

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

\_\_\_\_\_ Yes \_\_\_\_\_ No

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

\_\_\_\_\_ Yes \_\_\_\_\_ No

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

(a) you represent and warrant that **the information provided by you in this Questionnaire is true** and correct to the best of your knowledge and belief after a reasonable investigation, as of the date you sign the Questionnaire;

(b) the **Company is relying on your representations and warranties contained herein** for the purpose of compliance with federal, state, and local law, including without limitation the Securities Act of 1933;

(c) you will **promptly notify the Company** of any changes in information provided in the Questionnaire occurring after the date you sign the Questionnaire;

(d) you give your consent for the Company to rely upon the information provided in this Questionnaire; and

(e) you acknowledge that the SEC, another regulatory body or a court may require the Company to publicly disclose the information you provided in this Questionnaire, and you consent to such public disclosure.

If you are an <b><u>individual</u></b> , please print your name and sign below:	OR	If you are signing on behalf of an <u>entity</u> , please print the name of the entity and your name and sign below, indicating your title:
Print Individual's Name	-	Name of the Entity
Individual's Signature	-	Print Name of Person Signing for Entity
Address:		Signature of Authorized Person
	-	Title
Date:	-	Address:
		Date:

Note: For any questions you answered "Yes," provide details on an attached page.