

Cutler Law Group
3355 West Alabama, Suite 1150
Houston, Texas 77098

CONFIDENTIAL
ATTORNEY-CLIENT PRIVILEGE
ATTORNEY'S WORK PRODUCT

DUE DILIGENCE QUESTIONNAIRE

For purposes of our due diligence review of the company (the "Company"), the following categories of information will be analyzed. Please provide the relevant information or, if inapplicable, please indicate as such.

I. CORPORATE RECORDS

- A. Articles of Incorporation and by-laws, with all amendments to date Attached hereto
- B. Minute books from incorporation to date, including minutes of directors, committee and shareholders meetings, and all consents to actions without a meeting. Attached hereto
 Not Applicable
- C. Stock record book of the Company including a list of all stockholders. Attached hereto
- D. Certificates of Good Standing and/or Existence. Attached hereto
 Not Applicable

- E. Verification of nonexistence of subsidiaries. If any subsidiaries exist, obtain A, B, C & D above for any existing subsidiaries. Relevant Information Attached hereto
 The Company has no Subsidiaries

II AGREEMENTS WITH OR AMONG SHAREHOLDERS:

- A. Any shareholders' agreements, voting trusts or other restrictive agreements relating to the sale or voting of shares of stock. Attached hereto
 Not applicable

- B. Any agreements under which any person has registration or preemptive rights for shares. Attached hereto
 Not Applicable

III. PARTNERSHIP AGREEMENTS:

- Any partnership documents involving the Company and/or any subsidiary. Attached hereto
 Not applicable

IV. EMPLOYMENT AGREEMENTS, EMPLOYEE BENEFIT PLANS AND DOCUMENTS RELATING TO EMPLOYMENT DISPUTES:

A. Any employment agreements and consulting agreements involving the Company (including agreements for those employed within the last five years).

Attached hereto

Not Applicable

B. Any collective bargaining agreements and drafts of any proposed agreements.

Attached hereto

Not Applicable

C. Any Stock option, bonus pension, profit sharing, deferred compensation, retirement and other similar plans currently in effect and drafts of any similar proposed plans.

Attached hereto

Not Applicable

D. A management organization chart listing any and all officers and directors.

Attached hereto

E. Summary of any labor disputes.

Attached hereto

Not Applicable

V. LOANS:

Any loan agreements, line of credit agreements, indentures, security agreements, mortgages or other debt instruments (including any financial or performance guarantees) involving the Company and any subsidiaries, and any correspondence with any lenders relating to any such agreements or other arrangements involving the Company or any subsidiaries.

Attached hereto

Not Applicable

VI. REORGANIZATIONS:

All agreements or plans for mergers, consolidations, reorganizations, acquisitions or the purchase or sales of assets involving the Company and any

subsidiary, or agreements in principle,
currently in effect, with respect to
any of the foregoing.

- Attached hereto
- Not Applicable

VII. PROPERTY:

A. Any leases and related agreements
pertaining to real property, equip-
ment or other personal property,
involving the Company and any subsidiary
hereto

Attached

Not Applicable

B. Deeds, mortgages and title reports and
policies for any real property owned or
occupied by the Company and any
subsidiary during the last five years.

Attached hereto

Not Applicable

C. Any patents and other intellectual
property owned by the Company
during the last 5 years.

Attached hereto

Not Applicable

D. Any confidentiality agreements during
the last five years.

Attached hereto

Not Applicable

VIII. ROYALTY AND LICENSE AGREEMENTS:

Any domestic or international agreements involving the Company and any subsidiary during the last five years.

- Attached hereto
 Not Applicable

IX. MARKETING AND RELATED MATTERS:

Any marketing, sales, franchise and distribution agreements, and a list of any independent persons or distributors.

- Attached hereto
 Not Applicable

X. CREDITORS:

A. List any creditors of the Company and any subsidiary for the last five years, indicating type, amount and whether such creditors have been fully or partially satisfied.

- Attached hereto
 Not Applicable

B. List any contingent liabilities or potential claims which have been communicated directly or indirectly to the Company.

- Attached hereto
 Not Applicable

C. List any customers of the Company for each of the last five years.

- Attached hereto
 Not Applicable

XI. LITIGATION OR POTENTIAL VIOLATIONS:

A. List any and all litigation or claims since formation of the Company and any subsidiary and all pending or threatened litigation or claims involving the Company or any subsidiary as plaintiff or defendant, and correspondence relating thereto.

- Attached hereto
 Not Applicable

B. Any reports, notices, inquiries or correspondence relating to any actual or potential violation or infringement by the Company or any subsidiary of regulatory statutes or of government regulations, including but not limited to the areas of equal employment opportunity, occupational safety and health and environmental protection. Include all correspondence concerning inquiries from federal, state or regional authorities.

- Attached hereto
 Not Applicable

C. Any decrees, orders or judgments of courts or governmental agencies issued to the Company or any subsidiary.

- Attached hereto
 Not Applicable

D. List any settlements and any settlement documentation.

- Attached hereto
- Not Applicable

XII. INSURANCE:

A. A schedule of all insurance covering the Company and any subsidiary or their employees and copies of all such policies.

- Attached hereto
- Not Applicable

B. List any insurance claims filed by the Company and any subsidiary or against policies owned by the Company and any subsidiary within the past five years.

- Attached hereto
- Not Applicable

XIII. TAXES:

Copies of all Federal and state or regional income tax returns for each year since formation of the Company and any subsidiary and copies of IRS and the equivalent state or regional agency determination letters relating thereto.

- Attached hereto

XIV. DOCUMENTS RELATING TO ISSUANCE AND SALE OF SECURITIES:

- A. All contracts, agreements, arrangements, public or private commitments, memoranda or offering circulars relating to sales of securities of the Company and copies of correspondence with investors. Attached hereto
 Not Applicable
- B. Any other contracts, arrangements or public or private commitments relating to the stock of the Company to which any officer or director of the Company is a party or which involves more than 5% of the Company's common stock. Attached hereto
 Not Applicable
- C. All filings, offering circulars and notices filed under state Blue Sky Law and any other documents relating thereto (including documents received from state agencies). Attached hereto
 Not Applicable
- D. All filings, notices and documents regarding offers and sales of securities under any other national or regional laws. Attached hereto
 Not Applicable

- E. List of all holders of all outstanding common stock options and warrants, dates of issuance or grant, amounts issued or granted, exercise prices, dates and amounts of exercise and cancellation. Attached hereto
- F. Sample copy of stock certificates. Attached hereto
- G. Powers of attorney on any matter relating to securities. Attached hereto
 Not Applicable
- H. Any Convertible debt instruments. Attached hereto
 Not Applicable

XV. OTHER GOVERNMENT NOTICES AND REPORTS:

- Any notices, reports or certificates filed with or received from any federal, state or regional government regulatory agencies other than those enumerated above. Attached hereto
 Not Applicable

XVI. OTHER MATERIAL CONTRACTS OR LIABILITIES

All other material contracts and agreements or other actual or potential obligations or liabilities involving the Company and any subsidiary not otherwise covered by any of the foregoing items.

Attached hereto

Not Applicable

The undersigned officer of the Company hereby represents, warrants and certifies that the foregoing accurately represents the condition and documentation available to the Company as of the date indicated below.

IN WITNESS WHEREOF, the undersigned has executed this certificate on the _____ day of _____, 201__

Name: _____

Title: _____