

NEWCO

QUESTIONNAIRE

The purpose of this Questionnaire is to determine whether any officer or of Newco, Inc., is "disqualified" under Rule 506(c) Regulation D promulgated under the Securities Act of 1933, as amended (the "Act"), an exemption from the registration requirements of the Act and exemptions from applicable state securities laws. The information furnished herein will be relied upon in connection with the offering and sale of securities in compliance with the aforesaid exemption. This Questionnaire will be used by the Company to prepare a disclosure statement and related materials (the "Disclosure Statement") furnished to investors and in filing Form D with the Securities and Exchange Commission ("SEC"), registering the securities being offered for resale. The information contained in this Questionnaire about you may be included in the Disclosure Statement and will be relied upon by the Company in preparing the Disclosure Statement and filing the Disclosure Statement with the SEC.

Except as noted above, all information supplied will be treated in confidence, except that this Questionnaire may be provided to such parties as deemed appropriate or necessary to establish the availability of an exemption from registration under the Act and under state securities laws. If you have any questions about any item in this Questionnaire feel free to address the same to [_____].

Please complete, sign and date this Questionnaire and return it to the attention of:

A prepaid envelope has been enclosed for your convenience.

Instructions

PLEASE ANSWER *EACH* QUESTION. (Please print or type.) If the answer to any question is "None" or "Not Applicable," please so state.

Your Name: _____

Residence or Business Address: _____

Your Position with Newco: _____

Telephone Number: _____

Fax Number: _____

Email Address: _____

Please respond to the following questions by placing an "X" next to the appropriate answer, all such answers to speak as of the date of any conviction or entry of an order or sanction within the preceding 10 year period ending on the date hereof (the "Period").

At any time during the Period, have any of the following events been entered in an official record of any government or self regulatory organization body (court, agency), including the SEC, FINRA, a bar association or like entity in which you are named either individually or as a member of a group?

- (a) Criminal convictions;
Yes _____ No _____
- (b) Court injunctions and restraining orders;
Yes _____ No _____
- (c) Final orders of state securities, banking, insurance, saving associations and credit unions;
Yes _____ No _____
- (d) SEC disciplinary orders relating to brokers, dealers, municipal securities dealers, investment advisers and investment companies and their associated persons;
Yes _____ No _____
- (e) Suspension or expulsion from membership in, or suspension or bar from associating with a member of, a securities self-regulatory organization;
Yes _____ No _____
- (f) SEC stop orders and orders suspending a Regulation A exemption;
Yes _____ No _____
- (g) Administrative sanctions (suspensions , fines , reprimands and/or like orders) from any of the following agencies;
 - (i) U.S. Postal Service Yes _____ No _____
 - (ii) CFTC Yes _____ No _____
 - (iii) FDIC Yes _____ No _____
 - (iv) Federal Reserve Bank Yes _____ No _____
 - (v) [TBA] Yes _____ No _____
- (h) Are you a broker or dealer, registered pursuant to Section 15 of the Securities Exchange Act of 1934?
Yes _____ No _____
- (i) Set forth in the space provided below the State(s), if any, in the United States in which you maintained your residence during the past ten years and the dates during which you resided in each state:

- (j) Are you a director or executive officer of the Company?
Yes _____ No _____

- (k) Set forth in the space provided below the (i) State(s), if any, in the United States in which you maintained your principal office during the past ten years and the dates during which you maintained your office in each state, (ii) the State(s), if any, in which you are incorporated or otherwise organized, and (iii) the State(s), if any, in which you pay income taxes:

- (l) Are you the beneficial owner of any other securities of the Company?

Yes _____ No _____

If Yes, please describe the nature and amount of such ownership:

- (m) Have you held any position or office, or had any other material relationship within the past three years with the Company or any of its predecessors or affiliates (including any person or entity listed in the Offering Memorandum under the caption "Principal Stockholders")?

Yes _____ No _____

If Yes, please describe the nature and amount of such relationship:

The undersigned hereby represents that all the information supplied herein is true, correct and complete as of the date hereof. The undersigned agrees to notify Newco, Inc. immediately of any material change in the foregoing answers.

The undersigned hereby agrees to indemnify, defend and hold harmless Newco, all of its owners, officers, directors, members, affiliates and advisers from any and all damages, losses, liabilities, costs and expenses (including reasonable attorneys' fees) that they may incur by reason of the untruth or inaccuracy of any of the representations contained herein.

IN WITNESS WHEREOF, the undersigned has executed this Investor Questionnaire as of this _____ day of _____, 2011 and declares that it is truthful and correct.

Date

Signature

Print Name