

(VI) THE NAME AND ADDRESS OF EVERY UNDERWRITER AND EVERY RECIPIENT OF A FINDER'S FEE;

(VII) A COPY OF ANY UNDERWRITING OR SELLING-GROUP AGREEMENT UNDER WHICH THE DISTRIBUTION IS TO BE MADE, OR THE PROPOSED FORM OF ANY AGREEMENT WHOSE TERMS HAVE NOT YET BEEN DETERMINED; AND

(VIII) A DESCRIPTION OF THE PLAN OF DISTRIBUTION OF ANY SECURITIES WHICH ARE TO BE OFFERED OTHERWISE THAN THROUGH AN UNDERWRITER;

(9) (I) THE ESTIMATED CASH PROCEEDS TO BE RECEIVED BY THE ISSUER FROM THE OFFERING;

(II) THE PURPOSES FOR WHICH THE PROCEEDS ARE TO BE USED BY THE ISSUER;

(III) THE AMOUNT TO BE USED FOR EACH PURPOSE;

(IV) THE ORDER OR PRIORITY IN WHICH THE PROCEEDS WILL BE USED FOR THE PURPOSES STATED;

(V) THE AMOUNTS OF ANY FUNDS TO BE RAISED FROM OTHER SOURCES TO ACHIEVE THE PURPOSES STATED;

(VI) THE NAMES OF THE FUNDS; AND

(VII) IF ANY PART OF THE PROCEEDS IS TO BE USED TO ACQUIRE ANY PROPERTY, INCLUDING GOODWILL, OTHER THAN IN THE ORDINARY COURSE OF BUSINESS, THE NAMES AND ADDRESSES OF THE VENDORS, THE PURCHASE PRICE, THE NAMES OF ANY PERSONS, WHO HAVE RECEIVED COMMISSIONS IN CONNECTION WITH THE ACQUISITION, AND THE AMOUNTS OF THE COMMISSIONS AND ANY OTHER EXPENSE IN CONNECTION WITH THE ACQUISITION, INCLUDING THE COST OF BORROWING MONEY TO FINANCE THE ACQUISITION;

(10) A DESCRIPTION OF ANY STOCK OPTIONS OR OTHER SECURITY OPTIONS OUTSTANDING OR TO BE CREATED IN CONNECTION WITH THE OFFERING, TOGETHER WITH THE AMOUNT OF THE OPTIONS HELD OR TO BE HELD BY EVERY PERSON REQUIRED TO BE NAMED IN ITEMS (2), (4), (5), (6), OR (8) OF THIS SUBSECTION AND BY ANY PERSON WHO HOLDS OR WILL HOLD 10 PERCENT OR MORE IN THE AGGREGATE OF THE OPTIONS;

(11) (I) THE DATES OF, PARTIES TO, AND GENERAL EFFECT CONCISELY STATED OF EVERY MANAGEMENT OR OTHER MATERIAL CONTRACT MADE OF TO BE MADE OTHER THAN IN THE ORDINARY COURSE OF BUSINESS IF IT IS TO BE PERFORMED IN WHOLE OR IN PART AT OR AFTER THE FILING OF THE REGISTRATION STATEMENT OR WAS MADE WITHIN THE PAST TWO YEARS, TOGETHER WITH A COPY OF EVERY SUCH CONTRACT; AND