

**CONFIDENTIAL INVESTOR QUESTIONNAIRE**

LASERSCULPT, INC.  
30 East 76<sup>th</sup> Street, 6<sup>th</sup> Floor  
New York, New York 10021  
Attn: Steven A. Victor, M.D.  
Chairman and Chief Executive Officer

Gentlemen:

The information contained in this Confidential Investor Questionnaire (the "**Questionnaire**") is being furnished to you to enable you to determine whether offers and sales by LaserSculpt, Inc. (the "**Company**"), a Delaware corporation, of certain Units comprised of (a) debentures (such debentures, the "**Debentures**") that are convertible into shares of the Company's common stock, par value \$0.0001 per share, (such shares, the "**Conversion Shares**") and (b) warrants to purchase shares of the Company's common stock, par value \$0.0001 per share, (such shares, the "**Warrant Shares**" and such warrants, the "**Warrants**") may be made to the undersigned pursuant to (i) Regulation D of the Securities Act of 1933, as amended (the "**Act**"), (ii) any other exemption from the registration provisions of the Act and (iii) exemptions from applicable registration provisions of state securities laws, since none of the Units, Debentures or Warrants (nor any of the Conversion Shares or the Warrant Shares will be registered under the Act or such laws). (The Debentures and Warrants comprising the Units are hereinafter sometimes referred to collectively as the "**Constituent Securities**" and the shares of the Company's common stock, par value \$0.0001 per share, (whether Conversion Shares or Warrant Shares) issuable upon the conversion of the Debentures and/or the exercise of the Warrants are hereinafter sometimes referred to collectively as the "**Underlying Shares**.)

The undersigned understands that the Company will rely upon the information contained herein for purposes of such determination. In addition, this information will be used by the Company in determining whether to accept the undersigned\* s subscription for any of the Units (and Constituent Securities comprising the Units) and to permit conversion by the undersigned of any Debentures held by the undersigned into any Conversion Shares or the exercise of any Warrants held by the undersigned for any Warrant Shares.

The undersigned represents to you that (i) the information contained herein is complete and accurate and may be relied upon by you and your counsel and (ii) the undersigned will notify you immediately of any material change in any of such information occurring prior to (a) the closing of the purchase of any Units or Constituent Securities by the undersigned or (b) the exercise by the undersigned of (I) any right to convert any of the Debentures into Conversion Shares or (II) any right to acquire any Warrant Shares upon the exercise of any Warrants.

The undersigned further represents to you that: (a) the undersigned understands that none of the Units, the Constituent Securities and the Underlying Shares have been registered under the Act or applicable state securities laws and that the Units, the Constituent Securities and the Underlying Shares will be offered in reliance upon the exemptions from the registration requirements of the Act and such state securities laws; (b) any of the Units, the Constituent

Securities and Underlying Shares the undersigned acquires will be acquired for the undersigned\* s own account and not for the account of any other person, and such acquisition will not be made with the view to the further resale or distribution thereof; and (c) the undersigned understands that the completion of this Questionnaire does not constitute an offer of any Units, any Constituent Securities or any Underlying Shares to the undersigned.

The undersigned understands that, if the undersigned uses the services of an Investor Representative (as defined in Regulation D, promulgated under the Act), either by choice of the undersigned or pursuant to your request, (a) the undersigned must acknowledge, in writing, prior to such purchase that such Investor Representative is the undersigned\* s Investor Representative in connection with evaluating the merits and risks of the undersigned\* s prospective investment in the Company, (b) such Investor Representative must disclose to the undersigned, in writing, prior to the acknowledgment referred to above, any material relationship between such Investor Representative or its affiliates and you or your affiliates that may now exist, or is mutually understood to be contemplated, or that has existed at any time, and any compensation received or to be received as a result of such relationship, including any compensation received or to be received in connection with the offering of the Units or Constituent Securities, and (c) the undersigned must furnish true and complete copies of the foregoing acknowledgment and disclosure to you promptly upon their execution. The undersigned understands that any such Investor Representative may be subject to your approval.

The undersigned understands that, if the undersigned does not purchase any Units or Constituent Securities or if the Company does not offer any Units or Constituent Securities to the undersigned subsequent to submitting this Questionnaire, the undersigned is required to return all documents submitted to the undersigned in connection with the proposed offering of the Units and Constituent Securities.

All information contained herein is for use by you and your counsel and will at all times be kept strictly confidential; *however*, the undersigned agrees that the Company may present this Questionnaire to such parties as it may be deem appropriate if called upon to establish the availability of the exemptions under the Act and applicable state securities laws.

#### **INSTRUCTIONS FOR COMPLETING QUESTIONNAIRE:**

Completion of this Questionnaire is required before any offer or sale of Units or Constituent Securities may be made to the undersigned. This Questionnaire, once completed and executed, must be returned to the Company at the address set forth on the first page hereof.

**PLEASE TYPE OR PRINT (EXCEPT FOR SIGNATURE)  
DO NOT LEAVE BLANK SPACES - IF A QUESTION IS "NOT APPLICABLE"  
OR THE ANSWER IS "NONE" OR "NO," SO STATE.  
(Attach additional pages if necessary)**

[For purposes of the following questions, "you" or "your" refers to the undersigned.]

1. Name of Investor:

(a) Individual: \_\_\_\_\_ Last Name \_\_\_\_\_ First Name \_\_\_\_\_ Middle Name \_\_\_\_\_

(b) Jointly: \_\_\_\_\_ Last Name \_\_\_\_\_ First Name \_\_\_\_\_ Middle Name \_\_\_\_\_

(c) Entity: \_\_\_\_\_

Street Address: \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_

Telephone: \_\_\_\_\_ Zip Code: \_\_\_\_\_

Date of Birth of Individual or Date of Formation of Entity: \_\_\_\_\_

U.S. Citizen: Yes: \_\_\_\_\_ No: \_\_\_\_\_

College: \_\_\_\_\_ Degree: \_\_\_\_\_ Year: \_\_\_\_\_

Graduate School: \_\_\_\_\_ Degree: \_\_\_\_\_ Year: \_\_\_\_\_

Other Education: \_\_\_\_\_

Social Security or Taxpayer or Employer I.D. No: \_\_\_\_\_

Name of individual and address to which all correspondence should be sent: \_\_\_\_\_  
\_\_\_\_\_

2. State of Residence or Formation: \_\_\_\_\_

In which state(s), if any, do you hold a driver\* s license? \_\_\_\_\_

In which state(s), if any, are you a registered voter? \_\_\_\_\_

In which state(s), if any, do you pay income taxes? \_\_\_\_\_

3. Name of Employer: \_\_\_\_\_

Street Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_

Telephone: \_\_\_\_\_ Zip Code: \_\_\_\_\_

Nature of Employer\* s Business: \_\_\_\_\_  
\_\_\_\_\_

Position and Duties: \_\_\_\_\_

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4. Your position(s) of employment or occupation(s) during the past five years (and the inclusive dates of each) are as follows:

<u>Employer and Position or Occupation</u>	<u>Nature of Duties</u>	<u>From</u>	<u>To</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

5. The undersigned has invested during the past five years:

<input type="checkbox"/> Less than:	\$50,000	_____
<input type="checkbox"/> Greater than:	\$50,000 but less than \$100,000	_____
<input type="checkbox"/> Greater than:	\$100,000 but less than \$250,000	_____
<input type="checkbox"/> Greater than:	\$250,000 but less than \$500,000	_____
<input type="checkbox"/> Greater than:	\$500,000 but less than \$750,000	_____
<input type="checkbox"/> Greater than:	\$750,000 but less than \$1,000,000	_____
<input type="checkbox"/> Greater than:	\$1,000,000	_____

6. The undersigned possesses a general understanding of the nature and risks of investments.

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

7. The undersigned considers himself/herself/itself to be an experienced, sophisticated investor.

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

8. The undersigned is capable of evaluating the risks and merits of an investment in Units and Constituent Securities and believes the undersigned can withstand the complete loss of such amount as may be invested in any Units or Constituent Securities.

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

9. The undersigned is able to bear the complete economic risk of an investment in the Units and Constituent Securities for an indefinite period of time.

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

10. The types of investments the undersigned has made in the past five years are as checked below:

Stocks: \_\_\_\_\_

Bonds: \_\_\_\_\_

Oil and Gas Limited  
Partnerships: \_\_\_\_\_

Equipment Limited  
Partnerships: \_\_\_\_\_

Certificates of  
Deposit: \_\_\_\_\_

Real Estate  
Limited Partnership: \_\_\_\_\_

Non-Marketable  
Securities: \_\_\_\_\_

Research and  
Development: \_\_\_\_\_

11. The undersigned has utilized the services of professional advisors or Investor Representatives to analyze any such investments for the undersigned. (If yes, indicate type of investment, year and the name of the advisor or Investor Representative.) **[Unless otherwise indicated, the answer to this question is “No.”]**

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

12. The undersigned will have an attorney or accountant review these documents for the purpose of determining the suitability of the investment with respect to the undersigned’s personal situation. **[Unless otherwise indicated, the answer to this question is “No.”]**

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

13. The undersigned will have an advisor review the merits of this investment. The undersigned’s decision to participate will be based on this analysis. **[Unless otherwise indicated, the answer to this question is “No.”]**

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

14. The following information is required to ascertain whether a prospective investor would be deemed an “accredited investor” as defined in Rule 501 of Regulation D under the Act. The undersigned is one of the following:

1. (a) Any bank as defined in Section 3(a)(2) of the Act or any savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Act whether acting in its individual or fiduciary capacity; any broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934; any insurance company as defined in Section 2(13) of the Act; any investment

company registered under the Investment Company Act of 1940 or a business development company as defined in Section 2(a)(48) of such act; any Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958; any plan established and maintained by a state, its political subdivisions for the benefit of its employees, if such plan has total assets in excess of \$5,000,000; any employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974 if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors;

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

(b) A private business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940;

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

(c) An organization described in Section 501(c)(3) of the Internal Revenue Code, a corporation, Massachusetts or similar business trust, or a partnership, not formed for the specific purpose of acquiring any Units or Constituent Securities, with total assets in excess of \$5,000,000;

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

(d) Any director or executive officer of the Company;

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

(e) A natural person whose individual net worth, or joint net worth with such person's spouse, at the time of purchase exceeds \$1,000,000;

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

(f) A natural person who had an individual income in excess of \$200,000 in each of the two most recent years or joint income with such person's spouse in excess of \$300,000 in each of those years and has a reasonable expectation of reaching individual income in excess of \$200,000 or joint income with such person's spouse in excess of \$300,000 in the current year;

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

(g) A trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring any Units or Constituent Securities, whose purchase is directed by a sophisticated person<sup>1</sup>; or

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

(h) Any entity in which all of the equity owners are accredited investors.

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

15. If you answered "yes" to paragraph (e) or (f) of question 14 above, provide estimates of the following:

(a) Aggregate market value of assets owned by you: \$ \_\_\_\_\_

(b) If married, aggregate market value of assets owned by you and/or your spouse: \$ \_\_\_\_\_

(c) Aggregate liabilities owed by you: \$ \_\_\_\_\_

(d) If married, aggregate liabilities owed by you and/or your spouse: \$ \_\_\_\_\_

If you answered "yes" to paragraph (e) or (f) of question 14 above, provide the following information about your current and expected income:

<u>Year</u>	<u>Income</u>	If Married, Combined Income With Your Spouse
2007 (Actual)	\$ _____	\$ _____
2008 (Actual)	\$ _____	\$ _____
2009 (Estimated)	\$ _____	\$ _____

16. The undersigned has indicated below additional information that may be helpful in enabling the Company to determine that the undersigned\* s knowledge and experience in financial and business matters is sufficient to enable the undersigned to evaluate the merits and risks of this investment.

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17. The undersigned\* s accountant is:

1 A person will be deemed to be a sophisticated person for these purposes if such person has such knowledge and experience in financial and business matters that such person is capable of evaluating the merits and risks of a prospective investment in the Units and Constituent Securities and in the Company.

Name: \_\_\_\_\_

Firm: \_\_\_\_\_

Address: \_\_\_\_\_

Telephone Number: (\_\_\_\_\_) \_\_\_\_\_

The undersigned\* s attorney is:

Name: \_\_\_\_\_

Firm: \_\_\_\_\_

Address: \_\_\_\_\_

Telephone Number: (\_\_\_\_\_) \_\_\_\_\_

18. The following information will be used for purposes of assuring the availability of an exemption from registration as an investment company. If the undersigned is signing on behalf of an entity (the “*Entity*”), please answer the following questions.

(A) Was the Entity formed for the purpose of investment in the Company? **[Unless otherwise indicated, the answer to this question is “No.”]**

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

(B) Does the amount of Units or Constituent Securities applied for by the Entity (together with the amount of any shares of the Common Stock and/or other securities issued by the Company already owned by the Entity) represent more than 40% of the Entity\* s total assets or total committed capital? **[Unless otherwise indicated, the answer to this question is “No.”]**

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

(C) Are the shareholders, partners, grantors, beneficiaries or other beneficial owners<sup>2</sup> of the Entity\* s securities contributing additional funds to the Entity for the purpose of purchasing any Units or Constituent Securities? **[Unless otherwise indicated, the answer to this question is “No.”]**

<sup>2</sup>The concept of beneficial owners includes reference to indirect ownership through options, warrants or other rights to subscribe for or acquire any beneficial or other ownership interest (which rights shall include, without limitation, the exercise, exchange or conversion of securities exercisable or exchangeable for, or convertible into, any such beneficial or other ownership interest).

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

(D) Are the shareholders, partners, grantors, beneficiaries or other beneficial owners of the Entity\* s securities permitted to opt in or out of particular investments made by the Entity? **[Unless otherwise indicated, the answer to this question is “No.”]**

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

(E) Do the shareholders, partners, grantors, beneficiaries or other beneficial owners of the Entity\* s securities participate *pro rata* in all investments made by the Entity, in accordance with their respective ownership interests in the Entity? **[Unless otherwise indicated, the answer to this question is “Yes.”]**

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

(G) Provide the number of owners of the Entity\* s outstanding securities, including stock interests, trust interests, debt securities and other beneficial interests (other than short-term paper): \_\_\_\_\_

(H) Is the Entity an employee benefit plan (including, but not limited to, a pension or profit-sharing plan) subject to ERISA? **[Unless otherwise indicated, the answer to this question is “No.”]**

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

(I) If the answer to (H) above is “Yes,” do participants both (i) make contributions to the plan and (ii) have the power to direct investments of the plan with respect to the portion thereof allocable to such participants? **[Unless otherwise indicated, the answer to this question is “No.”]**

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

19. In order to determine whether the undersigned may purchase any Units or Constituent Securities, please answer the following:

(A) Is the undersigned a person<sup>3</sup> affiliated with a member<sup>4</sup> of the National Association of Securities Dealers, Inc. (the “NASD”) or any other securities broker-dealer as an officer, director, general partner, employee or agent, or is the undersigned otherwise a person associated with an NASD member or any other securities broker-dealer<sup>5</sup> (excluding a person associated with an NASD member engaged

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<sup>3</sup> The term “person” includes a natural person, partnership, corporation, association or other legal entity.

<sup>4</sup> The term “member” includes a natural person, partnership, corporation or other legal entity.

<sup>5</sup> The term “person associated with an NASD member or any other securities broker-dealer\*” means every sole proprietor, partner, officer, director or branch manager of an NASD member or any other securities broker-dealer,

solely in the purchase or sale of either investment company/variable contracts securities or direct participation program securities); or is the undersigned a member of the immediate family<sup>6</sup> of any person specified in this question? **[Unless otherwise indicated, the answer to this question is "No."]**

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

(B) Is the undersigned a finder in respect to any public offering of securities; is the undersigned a person acting in a fiduciary capacity to the managing underwriter of any such offering, including, but not limited to, an attorney, accountant or financial consultant; or is the undersigned any other person who is supported directly or indirectly, to a material extent, by any person specified in this question? **[Unless otherwise indicated, the answer to this question is "No."]**

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

(C) Is the undersigned a senior officer of a bank, savings and loan institution, insurance company, investment company (whether or not registered as such with the U.S. Securities and Exchange Commission (the "SEC")), investment advisory firm (whether or not registered as such with the SEC), or any other institutional type account (including, but not limited to, hedge funds, investment partnerships, investment corporations or investment clubs), domestic or foreign; is the undersigned a person in the securities department of, or an employee or other person who may influence or whose activities directly or indirectly involve or are related to the function of buying or selling securities for, any of the foregoing entities specified in this question; or is the undersigned any other person who is supported directly or indirectly, to a material extent, by any person specified in this question? **[Unless otherwise indicated, the answer to this question is "No."]**

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

(D) Is the undersigned signing on behalf of an account in which any person described in subparagraph (A), (B) or (C) above has a beneficial interest<sup>7</sup>? **[Unless otherwise indicated, the answer to this question is "No."]**

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

or any natural person occupying a similar status or performing similar functions, or any natural person engaged in the investment banking or securities business who is directly or indirectly controlling or controlled by such NASD member or other securities broker-dealer, whether or not any such person is registered or exempt from registration with the NASD (excluding a person whose association with an NASD member is limited to a passive ownership interest in the member of ten percent or less, and who does not receive hot issues from the member in which such person has the ownership interest, and that the member is not in a position to direct hot issues to such person).

<sup>6</sup>The term "immediate family" includes parents, mother-in-law or father-in-law, husband or wife, brother or sister, brother-in-law, sister-in-law, son-in-law or daughter-in-law, children or any other person who is supported, directly or indirectly, to a material extent by any person specified in the relevant question.

<sup>7</sup>The term "beneficial interest" means not only ownership interests, but also every type of direct financial interest of a person described in Subparagraph (A), (B) or (C) above in an account.

ENTITIES:

Dated: \_\_\_\_\_

(Print Name of Entity) \_\_\_\_\_

By: \_\_\_\_\_  
(Signature of Authorized Person) \_\_\_\_\_

(Print Name of Authorized Person) \_\_\_\_\_

(Title of Authorized Person) \_\_\_\_\_

INDIVIDUALS:

Dated: \_\_\_\_\_

(Signature of Individual) \_\_\_\_\_

(Print Name of Individual) \_\_\_\_\_

(Print Name of Spouse or Joint Tenant, If Any) \_\_\_\_\_

(Signature of Spouse or Joint Tenant, If Any) \_\_\_\_\_

Note: If two investors are signing, please check the manner in which the ownership is to be legally held (the indicated manner shall be construed as if written out in full in accordance with applicable laws or regulations):

JT TEN: As joint tenants with right of survivorship and not as tenants in common.

TEN COM: As tenants in common.

TEN ENT: As tenants by the entireties.