

Teachers' Retirement System
of the State of Illinois

Private Equity Manager Questionnaire

The Teachers' Retirement System of the State of Illinois ("TRS") Private Equity Manager Questionnaire will be the primary source of information for TRS to evaluate **Sterling Venture Partners** (the Manager) as a potential provider of services. For this reason, it is important that the information provided be complete and in the format requested. Please keep your response to each question to one or two pages. In addition, please restate the question on each response. Many questions can be answered with a brief response. Please submit your completed questionnaire with attached exhibits, tabbed accordingly, as a bound document.

Organization and Management

1. Contact and Company Information:

Name of Firm: Sterling Venture Partners
Mailing Address: 1033 Skokie Boulevard, Suite 600
City: Northbrook State: IL Zip Code: 60062
Phone: 847-480-4000 Fax: 847-480-0199

Federal Employer Identification Number: XXXXXXXX

Contact Person(s):

Name: Eric Becker Phone: 443-703-1701
Title: Managing Partner Fax: 443-703-1750 Email: ebecker@sterlingpartners.us

Name: Michael Bronfein Phone: 443-703-1710
Title: Managing Partner Fax: 443-703-1750 Email: mbronfein@sterlingpartners.us

Name: Danny Rosenberg Phone: 847-412-6252
Title: Partner Fax: 847-480-0199 Email: drosenberg@sterlingpartners.us

2. Is your firm currently registered as an Investment Advisor under the Investment Advisors Act of 1940? If yes, please attach a copy of your most recent SEC Form ADV (tab as Exhibit A). If no, please explain why.

No. Under SEC regulations, private equity managers are not required to be registered.

3. Is your firm currently registered to do business in the State of Illinois as an Investment Advisor?

SVP00609

No. Current regulations do not require private equity managers to be registered.

4. Describe the entity TRS would contract with for the proposed investment advisory services, and the ownership structure of that entity. Provide each identified entity's involvement in private equity within the last five years.

SV Partners II, LP, the General Partner of the Fund, and Fund Management Services, LLC, an affiliated management company, will provide management and administrative services.

During the past five years, Fund Management Services has overseen the operations of Sterling Venture Partners L.P., a \$136 million Venture Capital Fund and Sterling Capital Partners, L.P., a \$316 million Middle-Market Buyout Fund.

5. Is the management entity covered by errors and omissions insurance? If yes, how much coverage do you have? If no, please explain why.

XXXXXXXXXX

6. A.) Have there been any changes in ownership structure in the last five (5) years? If yes, when? Please describe nature of change.

The ownership structure has remained an independent private partnership, although two new partners (Michael Bronfein, Managing Partner of Sterling Venture Partners and Merrick Elfman, Managing Partner of Sterling Capital Partners) have been admitted in the past five years.

?? Or should this relate to SVP??

B.) Are there any anticipated changes in the ownership structure, core line of business, or senior staffing of your firm?

There are no anticipated changes in the ownership structure, or core line of business, however, an additional investment partner may be hired later in 2004.

7. What safeguards for the investors is your firm providing in the event there is turnover of key people in the firm (e.g. limited partner advisory board, key person provisions, and/or no-fault termination provisions)?

In the event of the long-term disability or death to a primary manager, the Limited Partnership Agreement will provide protection for the Limited Partners with a "Key Person" provision allowing for a potential suspension of further investment.

A Limited Partner Advisory Committee will be established.

SVP00610

No fault provisions?????

8. Provide an organizational chart (tab as Exhibit B). Include the number of investment professionals and non-professionals. Identify your key employees by title, years with your firm, years as an investment professional, years of Private Equity experience, and educational background. Also, please provide a short biography of the individuals.

Attached as Exhibit B

**Use chart from Hamilton Lane Questionnaire
Bios from PPM**

9. Give a brief description of your firm's compensation arrangements for investment professionals (e.g. salary, bonus, group/individual performance incentives, profit sharing, equity ownership, etc.).

The Manager's compensation structure is designed to align the interests of its investment professionals with those of its investors while attracting, developing and retaining preeminent talent at every level. In addition to competitive salaries and benefits, the Manager provides equity participation, in the form of the General Partner's carried interest which vests over time, to its professionals, beginning at the Associate level.

The following parameters relate to the distribution of the GP's carried interest: Managing Partners (X%-X%), Partners (X%-X%), Principals (X%-X%) and Senior Associates/Vice Presidents (0.50%-X%).

10. Is your firm planning to hire any additional personnel, professional or support, in connection with the management of the new fund? If yes, please explain. If no, please explain.

We anticipate hiring one additional Partner or Principal and one additional Associate in the second half of 2004. The active role we play overseeing our investments, limits the number of investments that each partner can effectively oversee, necessitating the need to add a fourth Partner (or increased fund size, or replacement of departing Principal??). The additional Associate will be hired to replace a current Associate who is entering business school later this year.

11. Does your firm do business in areas other than asset management (brokerage, consulting, etc.)? If so, please provide a listing of your firm's divisions along with their contribution to the firm's total revenues and expenses (in percentage terms). Is it anticipated that the entity TRS is considering retaining will use the services of affiliate firms? Do you consider this a conflict of interest? Why or why not?

SVP00611

No

12. Did or will the firm provide or share, agree to provide or share, or arrange to receive, provide or share any payment, compensation, benefit or reciprocal influence, direct or indirect, to any individual or entity for assisting in: (a) soliciting, marketing for, or obtaining the engagement; or, (b) maintaining the engagement or performing the services pursuant to the engagement? If the answer is "yes," provide for each such individual or entity: (a) the name and address of the individual or entity, (b) a description of the assistance provided, and (c) the payment, compensation, benefit or reciprocal influence. *(In the event the investment manager has agreed to pay a third party any introduction or referral fee in the connection with the proposed investment management relationship with the System, Staff shall disclose to the Board in writing before the investment relationship is approved by the Trustees the identity of the payee as well as the terms of any such proposed payment prior to the System becoming obligated to proceed with the investment.)*

Yes.

Name of Agent: Michael Winter (or name of firm)

Address: XXXXXXXXXXXX

Mr. Winter's services consist of making the initial introduction to TRS, assisting in the scheduling of our first presentation, and attending that first presentation.

For his (their) services, Mr. Winter (Firm) will be paid 1% of the aggregate capital commitment the Manager receives from TRS.

13. Provide the firm's most recent financial statements (tab as Exhibit C).

Attached as Exhibit C

Legal Issues

14. Has your firm ever been involved in any litigation arising from the firm's role as an investment manager? Is your firm currently involved in any litigation? Please comment.

No

15. Has a civil legal judgment of any kind ever been entered against a shareholder, partner, member, officer or key employee of your firm? If the answer is yes, please provide the details including the date of judgment, jurisdiction and the current status of the proceeding.

No

SVP00612

16. Has any current shareholder, partner, member, officer or key employee of your firm ever been terminated or forced to resign from his/her employment for reasons related to professional competence, ethical and/or financial improprieties and/or unsatisfactory performance? If the answer is yes, please provide the details including the name of the individual and the identity of the former employer. Please send a copy of the reference authorization letter to the terminated individual.

No

17. Has any shareholder, partner, member, officer or director of your firm ever been charged with and/or convicted of a criminal offense (other than traffic court violations) or charged by any regulatory agency with violations of any of its rules and/or regulations or, to your knowledge, investigated by any regulatory agency for potential violations of any of its rules and/or regulations? If the answer is yes, please provide all details including the caption of the proceeding and its resolution and/or status.

No

Assets Under Management

18. Describe the total investment portfolio currently managed by your firm, including the total assets currently under management. Provide gross and net returns for prior fund(s) and for all investments made since inception. Provide a separate list for all private equity investments made, in the format requested in Schedule A (tab as Exhibit D).

The Fund and the General Partner were formed by the principals of Sterling, a private equity firm founded in 1983. Through 1999, Sterling raised capital for its investments on a deal-by-deal basis. The following year, Sterling began its transition to an institutionally-focused, fund-based investment model with the sponsorship of Sterling Venture Partners, L.P. I, a \$136-million venture capital fund raised in 2000, which was followed by Sterling Capital Partners, L.P. a \$316-million middle-market buyout fund raised in 2002.

A schedule for all SVP I investments has been included as Exhibit D.

19. Provide a list of "hard" and "soft" commitments to the fund you are currently marketing. Please provide the allocation each investor has made, or is anticipating making, to your new fund. Please provide the total dollar amount of commitments you are seeking for the new fund. Also, please provide the maximum dollar amount of commitments your firm will accept for the new fund.

We are seeking \$200,000,000 with a hard cap of \$300,000,000.

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Fundraising began in March of 2004 with a select initial offering to XXXX potential investors. To date, we have received \$XXX million in commitments from the following investors:

Phoenix Life \$5,000,000

Massachusetts Bay Transit Authority \$5,000,000

City of Boston \$5,000,000

In addition, we are currently scheduled to present to the Boards of the following investors:

State of New Hampshire \$20,000,000

20. Provide a schedule showing the projected capital calls to the new fund and projected distributions from the new fund for each year of the partnership.

XXXX

Deal Flow

21. How does your firm generate deal flow?

Given our long track record of operating and managerial experience in our sectors of focus, we have developed a unique ability to generate proprietary deal flow and recognize attractive opportunities and trends. Sterling's long standing relationships in the sectors in which we invest, and our reputation as knowledgeable and active investors with significant operational and entrepreneurial experience, generated a number of proprietary deals for SVP I and will continue to deliver such opportunities for SVP II.

22. How extensive is your firm's network of contacts that serve as a source of potential investments?

Given our long track record of operating and managerial experience in our sectors of focus, we have developed a unique ability to generate proprietary deal flow and recognize attractive opportunities and trends. Sterling's long standing relationships in the sectors in which we invest, and our reputation as knowledgeable and active investors with significant operational and entrepreneurial experience, generated a number of proprietary deals for SVP I and will continue to deliver such opportunities for SVP II.

Sterling's other investment divisions (middle-market buyouts and real estate) offer access to additional deal flow, industry relationships and knowledge. In particular, we enjoy substantial synergy with Sterling Capital Partners, Sterling's middle-market buyout team. Sterling Capital Partners focuses primarily on control investments, but applies many of the same core practices, including a disciplined investment approach, emphasis on management development, and application of the Business Value Accelerator methodology, as we do. The

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relationship with Sterling Capital Partners also offers us access to additional industry expertise.

23. How many potential investments does your firm review in a year? How many investments are made in an average year?

In an average year, we review approximately XXXX investment opportunities. We have made 19 investments during the approximately four years that we have been investing Sterling Venture Partners I, for an average of about five per year. We anticipate a similar investment pace in this fund.

Investment Strategy and Process

24. Why do you believe institutional investors should consider investing in private equity in the current market? Please discuss both favorable and unfavorable characteristics of private equity from the perspective of institutional investors.

1. Cite private equity, and more specifically, venture capital, as a viable alternative asset class for long-term diversification
2. Cite historical out-performance of the S&P 500 by the venture category
3. Cite recent rebound in performance of venture:

New York, N.Y. -- One-year returns on venture capital investments were positive during the fourth quarter of 2003 for the first time in three years, posting an aggregate 8% growth, according to a new report from Thomson Venture Economics and the National Venture Capital Association. The total private equity asset class -- including venture capital, buyouts and mezzanine funds -- posted an 18.3% performance in the fourth quarter, representing the second consecutive positive quarter, the survey found. "There is reason to think that continued increases are sustainable especially if the IPO and M&A exit markets continue to improve this year," said Jesse Reyes, vice president at Thomson Venture Economics.

<http://makeashorterlink.com/?N65224718>

disadvantages include illiquidity, reporting requirements, fees, and volatility

25. What type of private equity strategy does your firm employ? How does it differ from your peers?

SVP II will invest in expansion stage companies and growth capital. Expansion stage companies entail less risk than do early stage companies by definition: they have a complete, or nearly complete, executive management team; are producing and shipping products; their assets are growing; and are nearly, if not already, profitable. Because of their maturity, they are generally expected to be more valuable than early stage companies. Since 2000, the

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premium commanded for the relative development of expansion stage companies has declined dramatically to the point that the state of the venture capital market suggests expansion stage companies offer a compelling value proposition vis-à-vis early stage companies.

According to data provided by the National Venture Capital Association and Thomson Financial, the average pre-money valuation of expansion stage companies dropped dramatically from \$89.5 million in 2000 to \$18.7 million in 2003. (See figure below.) Over the same period, the average pre-money valuation of early stage companies declined from \$26.7 million to \$7.9 million. The result is a contraction of the risk premium from \$62.8 million four years ago to \$10.8 million last year, an 80% decrease.

Measured by their median valuations, which eliminate the effect of aberrant transactions, expansion stage companies in 2000 were commanding 3.4 times the value of early stage companies whereas in 2003 expansion stage companies were earning valuations of less than 2.6 times early stage companies. Beyond their relative attractiveness on a risk/reward basis, we believe our operating experience and the BVA methodology have the greatest impact on the rapidly developing operations of expansion stage companies.

Cite our operating focus/BVA, mgmt assessments

26. The investment opportunity that has been presented to TRS by your organization has been defined in general as a private equity opportunity. Below, please indicate which investment strategy, as defined by TRS, best describes your proposed investment strategy. Please comment as necessary.

Venture Capital

Add expansion stage

27. Please provide, based on your firm's current private equity strategy and policies of diversification in building a portfolio of private equity, the following diversification breakdown. What would be your firm's largest recommended exposure in the diversification models listed below?

<u>By Industry Sector Strategy</u>	<u>% of Investment</u>	<u># of Investments</u>
Healthcare Services and IT	35%-50%	8-12
Business Services	15%-25%	4-6
Education/Training/Testing	15%-25%	4-6
Clean Tech	15%-25%	4-6
 <u>By Geography</u>		
North America	100%	20-25

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By Investment Stage Strategy

Expansion

100%

20-25

28. If applicable, please describe the firm's experience in international private equity investing.

All investments will be in North America. Doesn't address Canada

29. What size of a position (% of total capitalization) do you typically purchase in companies?

The range of our ownership in SVP I ranges from ___% to ___%. We anticipate averaging larger positions in the investments.....

Investment Due Diligence

30. What key management qualities are sought in potential investments?

As we believe that outstanding management teams are critical to our portfolio companies' success, Sterling has developed a proprietary management assessment and executive development tool that gives us better insight into the capabilities, fit, and potential of prospective managers. We have a dedicated human resources executive, Steve Thompson, who oversaw the development of these tools to identify, assess, and develop executive talent.

A critical success factor in any investment, and an important component of our due diligence, is centered on assessing the capability of the management team. We have developed a proprietary method for determining the strengths and weaknesses of the management team, and the alignment of their skill sets with the strategy and operational needs of the business, and crafted an approach that integrates the two. The process includes an in-depth evaluation of management's past experiences and the correlation of those experiences to the needs of the prospective portfolio company.

31. How are objective references obtained?

32. What questions are the references asked?

Enclose a copy of reference call template

33. How are the products/services of a potential investment evaluated?

Third-party technical analysis

34. How is the past performance of a potential investment evaluated?

SVP00617

35. How are the pro forma projections for potential portfolio companies analyzed?

36. How is the rate of return analyzed for a potential portfolio company?

37. How are potential investments valued (multiples, cash flow, etc.)?

Potential investments are valued using industry-accepted techniques, including comparable company analysis and comparable transaction analysis. Typically, a pre-money value for a potential investment will be calculated by applying an appropriate multiple to forward revenue or operating income.

38. What internal review processes are used to screen potential investments?

39. Who makes the final decision to invest? Under what circumstances would you decline an investment?

The final decision to invest is made by unanimous consent of the three managing partners.

40. Describe how post-investment decisions related to the investment will be conducted.

41. How is the due diligence process documented?

Prior to making an investment, we complete a rigorous investigation of the target company that follows our due diligence procedures as documented in the firm's Investment Policies and Procedures manual. The process includes a thorough examination of the prospective portfolio company, including its management, internal systems, financial statements and forecasts, customer and supplier relationships, and sales and marketing strategies. We also consider a number of external factors, typically including the industry and competitive dynamics, existing and prospective strategic relationships, technological developments, regulatory considerations, the total addressable market size, and exit opportunities.

42. What portions of the due diligence process does your firm outsource or subcontract (e.g. legal, audit)? Please describe.

Negotiation

43. Describe the key considerations and deal points in negotiating the pricing, terms, conditions, representations, and warranties of an investment.

44. Do you conduct investment negotiations in-house, and to what degree do you use outside counsel in the negotiation process?

SVP00618

All investment negotiations are conducted by the Partner sponsoring the investment. Outside counsel is utilized primarily for documentation purposes.

45. How many times in the last five years has the firm discontinued interest due to negotiation of terms and/or pricing?
46. Provide specific examples of contract provisions your firm has incorporated in contracts to protect investments.

**Liquidation Preferences
Participating Preferred Securities
Tranched Fundings
Anti-Dilution**

Documentation and Closing

47. Describe the process used in the documentation and closing of investments.
48. What portions of the documentation and closing process does your firm outsource or subcontract, (e.g. legal, audit)? Please describe.

Exiting/Liquidity

49. How does your firm plan for liquidity in private equity?

Prior to making an investment, we identify multiple exit scenarios for the company. We then assist in crafting the company's strategy with the probable outcomes in mind. We share the experience we have in the monetization of our investments with management so they can operate the business in a manner that creates the greatest value. When the company's performance and market conditions indicate the time is appropriate, we work with management to best utilize our extensive network of likely buyers, investment bankers and other agents to identify the most profitable exit. After an exit vehicle is selected, we remain actively involved in all aspects of the process to drive the most successful outcome.

As both investors and operating executives, we have gained significant experience developing high-value exit strategies for companies through both sales and public offerings. These profitable exits reflect a disciplined process that includes preparing the company for its liquidity event while carefully assessing and proactively identifying strategic buyers, value-added intermediaries, or other parties critical to the sale process.

50. How many investments has your firm managed through to disposition or complete liquidity?

SVP00619

51. How many public offering exits from private investments has your firm accomplished?
52. Describe your firm's policy and outlook on public offering versus trade sale exits.
53. Does your firm plan to make in-kind distributions or cash only? If in-kind distributions are expected, under what circumstances will you make in-kind distributions?

Monitoring and Adding Value

54. What observer/directorship rights does the partnership have in a typical investment?

Serving on the boards of virtually all of the companies, we have been active in setting strategy and influencing performance of the portfolio. We have also been successful in setting investment terms as the lead investor in approximately 60% of our investments, including both companies that were sold and seven of the ten active portfolio companies.

55. What does your firm do to add value to the investments after they are made? Please provide an example of how your firm's active participation enhances investor value once an investment is made.

The ability to effectively transfer our extensive operating experience to our portfolio companies has been a critical component of our success. The product of this expertise has been codified as Sterling's proprietary Business Value Accelerator methodology.

The BVA process is customized for each company's competitive position, operating structure, and industry segment, and guides a series of activities that are developed within a predefined framework. During the due diligence process, a company's strengths and weaknesses are investigated and assessed so that an action plan for optimizing results may be developed prior to the transaction closing. We share the due diligence results with the management team post-closing, and collaborate with them to implement the action plan.

As active Board members, we continue this process via ongoing and rigorous strategic planning and the creation and updating of metrics that enable us to both mentor the management team and hold them accountable for specific results. We capitalize on our operational expertise and entrepreneurial experience in setting strategy, guiding management, and using our industry contacts to help our portfolio companies expand.

The effective assessment, recruitment, and development of prospective executives are a critical competitive advantage of ours and that of our portfolio companies. Sterling is one of only a few private equity firms with a full-time human resources executive devoted to the evaluation of prospective management teams, staffing and recruiting, and the establishment of appropriate

SVP00620

policies and strategies. Sterling has developed a proprietary management assessment methodology to evaluate prospective management teams and their alignment with the strategic and tactical priorities of their companies.

All investing principals at Sterling have received training for this process, and training is offered to portfolio company executives to improve their hiring success. Sterling's methodology involves multiple steps including the development of scorecards of skills and key attributes, a specialized and extensive interview process conducted by multiple members of the Sterling team, and finally third party validation by a consulting firm. As a result of this rigorous process, we believe we have a superior ability to assess and select senior executives who can build valuable franchises.

56. How frequently is your firm in contact with the management at the companies your firm has invested in? How often does your firm occupy a Board seat on the companies your firm has invested in?

Active involvement in our portfolio companies is a critical component of our investment thesis. As such, we maintain frequent and active contact with the management teams at all of our portfolio companies.

We occupied Board seats in ___% of all investments in SVP I including the last ___ investments in the fund.

57. Describe the methods employed to determine investment valuations in reporting to investors.

58. Has your firm ever managed an investment in a crisis? Please give a brief description.

VISICU?

59. What information is required to be reported by portfolio companies? How often is this information reported?

Financial statements are reported monthly and quarterly. Annual budgets are presented to the Board prior to the start of each fiscal year, and are subject to Board approval.

60. What key financial performance measures does your firm use to evaluate the financial statements of portfolio companies?

XXXXX

61. What post investment services does your firm provide to the investment companies?

SVP00621

BVA
Human Capital

62. In what situation(s) would your firm replace the management of a portfolio company?

Financial Performance
Sales Traction
Non-responsive
Inability to attract/retain management

Partnership Reporting

63. Briefly describe your internal accounting capabilities and your abilities to fulfill the necessary reporting requirements of an institutional client.

64. Is your firm flexible in generating investor requested reports?

Yes

65. Attach a sample of the most recent quarterly financial report your firm prepares for investors (tab as Exhibit E).

Sterling Venture Partners I report dated December 31, 2003 is attached as Exhibit E

66. Describe your firm's information management system. Please provide specifics on hardware and software.

References (tab as Exhibit F)

67. Provide a complete current client list with the contact person, address and telephone number. Please specify the type of client (e.g. public fund, endowment, corporate, or private investor). Also provide a list of former clients, with contact person, address and telephone number, who have discontinued their relationship with your firm in the past five years and state the reasons the client discontinued the relationship. Please send a copy of the reference authorization letter to all listed contacts. Please also send a copy of the authorization letter to TRS.

68. Provide a complete current investment list with the name, address and telephone number of the CEO for each investment. Also provide a complete list of liquidated investments with the

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name, address and telephone number of the CEO for each investment. Provide a complete list of contact persons, addresses and their telephone numbers for co-investors and/or financing sources in any of the investments listed. Please send a copy of the reference authorization letter to all listed contacts. Please also send a copy of the authorization letter to TRS.

69. Provide a list of all legal firms, audit firms, and principal banking relationships your firm has used in the last five years, with contact name, address and phone number, and any other relevant information. Please send a copy of the reference authorization letter to all listed contacts. Please also send a copy of the authorization letter to TRS.

Other

70. Include any additional information that TRS should be aware of to complete the due diligence process.

SVP00623

Schedule A

Fund Name: XYZ Partners
Manager: XXXX

Company Name	Inv Dates	Location	Inv Stage	Security Type	Inv Amount	Realized Amount	Current Value	IRR
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SVP00624

REFERENCE QUESTIONNAIRE AUTHORIZATION LETTER

[Prospective Private Equity Manager Letterhead]

[Month, Day, Year]

[Reference Name]

[Reference Title]

[Company Name]

[Reference Address]

[City, State Zip]

Dear [Reference Name]:

(Prospective Private Equity Manager Name) is currently negotiating with the Teachers' Retirement System of the State of Illinois ("TRS") with regard to providing asset management services. TRS is conducting its due diligence with regard to *(Prospective Private Equity Manager Name)*. Through this written authorization, *(Prospective Private Equity Manager Name)* hereby authorizes any individual, business, corporation, investment management company, or other entity to release any facts and information it may have concerning *(Prospective Private Equity Manager Name)*, its principals, employees and agents, to TRS.

A copy of this authorization may be used as if it were an original. Thank you for your assistance.

Sincerely,

Prospective Private Equity Manager Name

Authorized Signature and Title

cc: Scott K. Parrish
Investment Officer – Private Equities
Teachers' Retirement System of the State of Illinois

SVP00625

The undersigned hereby attests that the information provided herein is true and accurate. The undersigned also acknowledges that he/she is aware that pursuant to the Illinois Pension Code, 40 ILCS 5/16-198 that "any person who knowingly makes a false statement or falsifies or permits to be falsified any record of this Retirement System in any attempt to defraud such System as a result of such act, or intentionally or knowingly defrauds this Retirement System in any manner is guilty of a Class A misdemeanor."

Prospective Manager Name

Authorized Signature and Title

SVP00626

Please return one copy of the questionnaire to Teachers' Retirement System of the State of Illinois:

Scott K. Parrish
Investment Officer – Private Equities
Teachers' Retirement System of the State of Illinois
2815 West Washington
Springfield, IL 62702

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