

DUE DILIGENCE DOCUMENTS LIST

Organize the follow documents in the same order they are listed here:

BASIC CORPORATE DOCUMENTS

- Investment deck
- Executive Summary
- Business Plan
- 3 Year Financial Forecasts
- Charter documents and by-laws and related documents, as amended, of the Company.
- Minutes of meetings of the stockholders and Board of Directors and each Committee of the Board of Directors of the Company, including any specific authorizing resolutions.
- Summary of the equity structure of the Company showing the number of authorized and issued and outstanding shares of each class or series of common and preferred stock and any other capital stock or other equity interests and the holders thereof, together with information regarding all related options, warrants and other rights to acquire capital stock, including phantom stock and conversion rights.
- Corporate management organization chart including title, of all officers.
- Biographies of all officers and other members of senior management.
- Materials (including financial projections), to the extent available, distributed to Board of Directors of the Company, or any committees thereof, in connection with meetings of such Board or such committees.

EQUITY STRUCTURE

- All stockholder or similar agreements with respect to the Company.
- Any stock purchase or subscription agreements with stockholders or prospective stockholders.
- Any agreements relating to preemptive rights or other preferential rights of stockholders.
- Any agreements restricting the sale or other disposition of capital stock.
- Any agreements or plans concerning outstanding or proposed stock options, warrants or similar rights.
- Any agreements relating to registration rights of stockholders.
- Any claims, liens, encumbrances, security interests, options, charges or restrictions related to capital stock.
- Any other agreements that define or limit the rights of stockholders, including restrictions on voting rights and all outstanding proxies.
- Applicable trust agreements and other similar documents, if any shares of capital stock of the Company are held on behalf of stockholders in a fiduciary capacity.

FINANCIAL INFORMATION AND ACCOUNTANTS' AND AUDITORS' REPORTS

- Reports ("management letters" and "audit letters") of the independent auditors employed by the Company, relating to management and accounting procedures for the Company, and matters which arose during the course of audits.
- Management replies to accountants' management and audit letters.
- Internal financial projections and all supporting information.
- Copies of all current budgets, forecasts and business plans.
- List of any off-balance sheet liabilities not appearing in the most recent financial statements (including the notes).
- Summary of accounting policies to the extent not disclosed in the financial statements.

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LITIGATION

- Overview of current legal work and legal plan.

MATERIAL CONTRACTS AND AGREEMENTS

- Contracts relating to the acquisition or sale of any properties or equipment (excluding sales of inventory) during the last 3 years for consideration exceeding \$____,____ in value.
- Material equipment leases.
- Material agreements relating to product warranties.
- Material sales representative, marketing, agency or distributorship agreements.
- Agreements entered into for future material capital expenditures.
- Indemnification agreements for directors and officers.
- Agreements relating to the purchase or sale by the Company of securities (equity or debt) of the Company in addition to those under item 2.2.
- Confidentiality and nondisclosure agreements.
- Partnership, joint venture, co-development, cooperation and similar agreements.
- Contracts (excluding employment agreements and other benefits arrangements but including loan agreements) with officers, directors, employees or any significant stockholder of the Company.
- Samples of all form purchase and sales orders, invoices and other forms of agreements and instruments regularly used by the Company.
- Contracts containing termination or other provisions triggered by change of control or disposition of assets of the Company, and contracts requiring the consent of any third party in the event of a sale of the Company, or of assets of the Company.
- Material computer (hardware and software) contracts and similar arrangements.
- License, royalty and franchise agreements.
- Contracts with financial advisors for the sale of the Company, or any of their assets.
- Material purchase contracts for raw materials, supplies, services & inventory between the Company and third parties.
- Material sales contracts, all other contracts relating to the supply, storage, service, management, license, research and development or distribution of the Company's products, goods, services, equipment or property, including all open purchase orders.
- Commodity, interest rate and currency exchange agreements and all other derivatives and financial products, and a schedule showing current exposures thereunder.
- All employment agreements and consulting agreements.
- All sale and lease-back arrangements and construction contracts.

DEBT ARRANGEMENTS

- A schedule summarizing short-term and long-term debt and capital lease obligations of the Company, (setting forth the obligor, the lender, principal amounts outstanding, interest rates and maturity dates, or, in the case of capital lease obligations, payment schedules, for each such item).
- All principal documentation relating to actual or contingent indebtedness (including all letters of credit, surety bonds, loan guarantees, bankers' acceptances, swaps and similar arrangements) of the Company, (including any amendments, waivers or consents relating thereto).
- The results of a lien search recently conducted with respect to the Company.

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INTELLECTUAL PROPERTY

- A list of all registered copyrights, trademarks, service marks, logos, patents and other material intellectual property (including all prior or pending applications therefore) owned or licensed by or to the Company, and copies of all agreements and instruments relating to the acquisition, assignment, licensing, ownership and registration thereof.
- List and description of material pending or threatened claims for infringement or other violations of proprietary rights.
- Agreements, policies or other arrangements relating to proprietary rights of employees in products of the Company, (including royalty or other fee arrangements).
- A list of all Internet domain names held, assigned to or used by the Company.
- A list of all software (including open source software) owned, licensed or used by the Company.

MARKET INFORMATION

- A list of the top ten suppliers or vendors of raw materials, packaging or other materials (including a description of the types and quantities of items purchased from such suppliers and vendors) for the past three years.
- Copies of sales brochures and other marketing materials prepared by the Company about the Company or any of its businesses.
- All press releases issued by the Company within the past three years.
- Documentation relating to the Company's ISO 9000 status.

For questions contact:

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