

# DUE DILIGENCE CHECKLIST EXAMPLE

## PROVIDED BY JACKSON WALKER L.L.P.

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<p style="text-align: center;"><b>DOCUMENT AND INFORMATION REQUEST LIST</b></p>
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Set forth below is a preliminary list of documents and information for \_\_\_\_\_, (the “Company”). As the review proceeds, counsel may determine there are additional items they need to see. With respect to any agreements or arrangements referred to below that have not been reduced to writing, please furnish a written description of such agreements or arrangements.

**Response<sup>1</sup>**

**A. CHARTER DOCUMENTS**

1. Current Certificate of Incorporation or Articles of Incorporation, including any amendments thereto.
2. Current Bylaws.
3. All assumed name certificates.
4. List of all counties and states in which the Company is qualified to do business.

**B. ACTIONS AND MINUTES**

1. All shareholder actions and meeting minutes.
2. All board actions and meeting minutes.

**C. CAPITAL STOCK**

1. Current shareholder and optionee lists, including issuance dates and original issuance price. These lists should include any party who owns securities of the Company or has any rights regarding securities of the Company.
2. A summary of the vesting schedules of any stock or options subject to vesting.
3. Agreements relating to the purchase, repurchase, sale or issuance of securities.

<sup>1</sup> Please provide all documentation listed. Please mark N/A if items do not exist.

## Response<sup>1</sup>

4. Agreements relating to voting of securities and restrictive share transfers.
5. Agreements relating to preemptive or other preferential rights to acquire securities, including rights of first refusal.
6. Agreements relating to registration rights.
7. Shareholder agreements relating to the sale, voting, or transfer of securities of the Company.
8. Evidence of qualification or exemption under applicable federal and state blue sky laws for issuance or transfer of the Company's securities.

### D. DEBT FINANCING

1. All debt instruments and credit agreements entered into by the Company, including lease financing, which are currently in effect.
2. Documents related to all installment purchase, repurchase or other material financing arrangements.
3. Any guarantees of third party obligations.

### E. INTELLECTUAL PROPERTY

1. List of all patents, trademarks, service marks and trade names.
2. Any documentation relating to intellectual property of the Company (patents, trademarks, etc.).
3. Any correspondence or documents relating to allegations of the Company's infringement of the proprietary rights of others, or allegations by the Company of infringement of the proprietary rights of the Company.
4. Any license agreements.
5. List of all computer systems (internally developed and third party) and uses.

**F. ASSETS AND PROPERTIES**

1. List of all real property owned or leased.
2. List of all significant equipment.

**G. LEGAL AND REGULATORY**

1. All documents and correspondence relating to any pending litigation, threatened litigation, or disputes which could potentially lead to litigation involving the Company, its executive officers or its directors.
2. Any consent decrees, injunctions, judgments, other decrees or orders, settlement agreements or similar matters.

**H. MANAGEMENT, EMPLOYEES AND CONSULTANTS**

1. Any agreements, understandings or proposed transactions between the Company and any of its employees, officers, directors, affiliates, or any affiliate thereof, including without limitation, employment agreements, indemnification agreements and any loans or guarantees.
2. Employee benefit and profit-sharing plans, including stock option, stock purchase deferred compensation and bonus plans or arrangements and forms of stock option grants or stock purchase agreements under such plans.
3. Fringe benefits, perquisites, severance, holiday and vacation policies.
4. A list of officers and directors. If any officers are not currently devoting 100% of their business time to the Company, please note them on this list.
5. List of employees and subcontractors.
6. Organizational chart.
7. All correspondence and complaints received by the Company in the last three years concerning employee working conditions, workers' compensation, hiring practices, termination of employment and compliance with other regulatory requirements.

## Response<sup>1</sup>

### I. OTHER AGREEMENTS

1. Real property leases, including any amendments and all exhibits to such documents.
2. Standard forms of agreements used by the Company.
3. Joint venture and partnership agreements.
4. Management, service, distribution, advertising, and marketing agreements.
5. Any agreements related to the purchase by the Company of any material asset or business unit.
6. Any other agreements material to the business of the Company, or outside the ordinary course of business.
7. List of material suppliers.
8. List of material customers.

### J. INSURANCE

1. Insurance contracts (General liability, errors & omissions, directors & officers, etc.)
2. Claims history for the prior three years.

### K. MISCELLANEOUS

1. Most recent audited financial statements and latest unaudited monthly financial statements.
2. Brief description of any contract restricting the ability of the Company to compete in any line of business with any person or entity, or committing the Company or any subsidiary to continue in any line of business.
3. Any documents indicating environmental liabilities or potential environmental liabilities, including violations of any environmental laws, or agreements for indemnity or remediation of any adverse environmental conditions