

# DUE DILIGENCE

Preliminary Request List

for

**X CO.**

**Date: February \_\_, 2008**

This is a preliminary request list of information required for Y INC. ("Y INC.") to conduct its due diligence review of X CO. (the "Company"). The Company should fulfill all requests below electronically when possible by emailing them to Y INC. at email@email.com with a copy to Marcus Klebe at mklebe@gpsinc.com. Alternatively, the Company may send hard copies by overnight mail to Y INC. attn: \_\_\_\_\_, \_\_\_\_\_ with a copy to George P. Shenan, Incorporated, attn: Marcus H. Klebe, 750 B Street, Suite 2630, San Diego, CA 92121.

**Hard copy document submissions should have the Code Number below marked at the top of the first page of each document. E-mail document submissions should be sent with a file that is named with the Code Number below.** Please email or overnight information as it becomes available rather than waiting until all information has been gathered. If there is no information responsive to a particular Code Number below, the Company should mark the "Not applicable" box below and return a copy of this index so marked to \_\_\_\_\_ and Marcus Klebe. George P. Shenan, Incorporated will catalogue document submissions on this index as they are received by the Company.

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**CONFIDENTIAL**

## A. Corporate Organization

Code No.	Document	Document or Information Provided	Not applicable
A.1	The exact name, date, and state of incorporation of the Company and any subsidiaries or affiliates		<input type="checkbox"/>
A.2	Certificate of Incorporation and By-Laws, including amendments thereto, of each of the above		<input type="checkbox"/>
A.3	List of States in which the Company and its subsidiaries are qualified to do business, and list of any fictitious names used by any of them		<input type="checkbox"/>
A.4	Minute books of each of the above, including all actions taken by directors, shareholders and committees of the Board of Directors		<input type="checkbox"/>
A.5	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 and the holders thereof		<input type="checkbox"/>
A.6	All options or warrants (other than employee stock options) to purchase securities or property of the Company, rights of first refusal, voting trusts escrow agreements, etc.		<input type="checkbox"/>
A.7	All agreements relating to the purchase or sale by the Company of securities (equity or debt) of the Company, including all agreements between the Company's shareholders or third parties relating to the voting, disposal or acquisition of such securities		<input type="checkbox"/>
A.8	Stock record books and copies of stock certificates (front and back)		<input type="checkbox"/>
A.9	List of any entities in which the Company has an equity interest, either directly or indirectly, or an option or agreement to acquire an equity interest and the nature and extent of such interest		<input type="checkbox"/>
A.10	Brief details of any branch, agency, place of business or any permanent establishment of the Company outside the USA including address, brief description of business carried on and numbers of personnel involved		<input type="checkbox"/>
A.11	Corporate management organization chart through supervisor level including title, function and responsibility		<input type="checkbox"/>
A.12	Biographies/Resumes of key employees		<input type="checkbox"/>

## B. Accountants' and Auditors' Reports

Code No.	Document	Document or Information Provided	Not applicable
B.1	Reports 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		<input type="checkbox"/>
B.2	Letters to the independent auditors from lawyers with respect to the lawyers' work on matters for the Company		<input type="checkbox"/>
B.3	Audited financial statements for the last five (5) fiscal years for the Company. If audited financial statements are unavailable, please supply unaudited financial statements		<input type="checkbox"/>

## C. Financial

Code No.	Document	Document or Information Provided	Not applicable
C.1	Detailed budgeted and actual results, including a schedule of variances, for the past three fiscal years. For this, please include the following detail:		<input type="checkbox"/>
C.1.a	Revenues (by market if available) - Indication of seasonality in revenues if significant ( <u>i.e.</u> , regular variances of 10% or more between any months)		<input type="checkbox"/>
C.1.b	Cost of Services Provided with the following detail/subcategories: (i) Labor (ii) Benefits (iii) Transportation (iv) Materials (v) Other (please specify)		<input type="checkbox"/>
C.1.c	Selling, General & Administrative Expenses – (i) Selling Expenses (ii) Overhead level by major categories ( <u>e.g.</u> , executive salaries, MIS, accounting, etc.) (iii) Depreciation and/or amortization (iv) Any other depreciation & amortization charges not included in cost of Cost of Sales or SG&A (v) Other (please specify)		<input type="checkbox"/>
C.2	Revenue by major product type and market for each of the last three years and current year.		<input type="checkbox"/>
C.3	Revenue and margins by top twenty-five customers for the last three years, as well as current order backlog for such customers.		<input type="checkbox"/>
C.4	Schedule of gross margin by product lines		<input type="checkbox"/>
C.5	Accounts receivable aging as of 12/31/2006. Please provide an analysis which shows the historical trend of the accounts receivable aging and any other analysis which would be helpful in understanding your receivables.		<input type="checkbox"/>
C.6	Analysis supporting the allowance for bad debts. The analysis should show the amounts actually written off and any other relevant information		<input type="checkbox"/>
C.7	Summary of your collection procedures		<input type="checkbox"/>
C.8	Summary of payment terms offered to customers		<input type="checkbox"/>
C.9	Description of any non-trade receivable and please provide an analysis which supports the balance as of your most recent balance sheet		<input type="checkbox"/>
C.10	Are there any agreements or contingent liabilities concerning equipment leases, installment sales, or accounts receivable to third parties, and if so, with whom. Describe terms of agreements. Please quantify		<input type="checkbox"/>
C.11	For the past three fiscal years and current year, a summary of warranty expenses, in dollar amounts and as a percentage of revenues		<input type="checkbox"/>
C.12	Trial balance as of 12/31/2006		<input type="checkbox"/>
C.13	Detail of reserves for maintenance and warranty		<input type="checkbox"/>

C.14	Description of all accounting policies and procedures		<input type="checkbox"/>
C.15	Reports/description of revenue accounting practices		<input type="checkbox"/>
C.16	Describe any material adverse change in financial position, prospects, sales volume or other material developments that have occurred subsequent to the date of the Company's last audited financial statement		<input type="checkbox"/>

#### **D. Inventory**

<b>Code No.</b>	<b>Document</b>	<b>Document or Information Provided</b>	<b>Not applicable</b>
D.1	List of inventory (by major category) and location and show the current balance and the June 30, 2006 balance		<input type="checkbox"/>
D.2	Analysis and value of any obsolete inventory by division or product line. The analysis should include your past history in terms of obsolete inventory that had to be written off. With respect to the list of inventory data requested, please specifically note any items not in good and merchantable condition or not acquired in the ordinary course of the business. Please specifically note (by major categories and location) any levels that are excessive or unusually high, or that are inadequate, in relation to the current requirements of the Company		<input type="checkbox"/>
D.3	Detail of reserves for inventory		<input type="checkbox"/>
D.4	Analysis of inventory turns by major product line for the last three years		<input type="checkbox"/>

#### **E. Manufacturing**

<b>Code No.</b>	<b>Document</b>	<b>Document or Information Provided</b>	<b>Not applicable</b>
E.1	Does the Company do any manufacturing? If so, please describe.		<input type="checkbox"/>

#### **F. Service**

<b>Code No.</b>	<b>Document</b>	<b>Document or Information Provided</b>	<b>Not applicable</b>
F.1	Description of the services provided to customers along with the type of billing and approximate revenue		<input type="checkbox"/>
F.2	Description of the type of service agreements/contracts and/or relationships which the Company has with customers. For each type of service offered, state the approximate percentage of customers which have purchased it		<input type="checkbox"/>

#### **G. Bank Agreements**

<b>Code No.</b>	<b>Document</b>	<b>Document or Information Provided</b>	<b>Not applicable</b>
G.1	List of all bank and brokerage accounts with name and address of bank and current balance, names of all persons authorized to sign or act on behalf of the Company with respect to such accounts, and all safe deposit boxes and other similar custodial arrangements		<input type="checkbox"/>
G.2	All loan agreements (long term and short term), line of credit / revolving credit agreements, indentures, letter of credit, reimbursement agreements, notes or other financing agreements or instruments		<input type="checkbox"/>

G.3	A list of all outstanding performance and bid bonds		<input type="checkbox"/>
G.4	All security agreements, including lists and copies of all UCC filings		<input type="checkbox"/>
G.5	Details of any material guarantee, indemnity, suretyship, or comfort given by or for the benefit of the Company		<input type="checkbox"/>
G.6	Material correspondence with principal lenders		<input type="checkbox"/>
G.7	List of the names of all persons holding powers of attorney from the Company or otherwise authorized to act on behalf of the Company with respect to any matters and a summary of the terms thereof		<input type="checkbox"/>

## H. Trade Agreements and Commitments

Code No.	Document	Document or Information Provided	Not applicable
H.1	List of all material manufacturers, distributors, dealers, franchises, suppliers, subcontractors, and copies of all material agreements with any of the foregoing		<input type="checkbox"/>
H.2	List of all major dealers by locations with a brief summary of the contractual obligations of the Company		<input type="checkbox"/>
H.3	List of significant unperformed sales contracts or customer purchase orders, including revenue and estimated gross margin for each		<input type="checkbox"/>
H.4	List of all joint development partners and alliances and copies of all related material agreements		<input type="checkbox"/>
H.5	All material agreements entered into in the ordinary course - including research and development, royalty, advertising, promotional and other agreements		<input type="checkbox"/>
H.6	Any standard terms and conditions of sale, lease and/or maintenance/service agreements, including any applicable warranties, relating to products sold by the Company		<input type="checkbox"/>
H.7	Standard discount, allowance, and return policies, and any agreement relating to any such policies		<input type="checkbox"/>
H.8	Any agreement not to compete, providing for the grant of exclusive or territorial rights by or to the Company or restricting the scope of the Company's operations		<input type="checkbox"/>
H.9	Any other agreement with a competitor		<input type="checkbox"/>
H.10	Drafts of any material agreements currently being negotiated		
H.11	Summary of any material oral agreements		

## I. Intellectual Property

Code No.	Document	Document or Information Provided	Not applicable
I.1	List of any patents, trademarks, trade names, copyrights and other intellectual property used by the Company (including all registration and applications for same), indicating any of the foregoing which is licensed by the Company from third parties		<input type="checkbox"/>
I.2	List of all internet domain names		<input type="checkbox"/>
I.3	List of all technical standard approvals for countries where products are sold		<input type="checkbox"/>
I.4	All license or royalty agreements relating to (i) any of the foregoing licensed by the Company from third		<input type="checkbox"/>

	parties and (ii) any licenses granted by the Company to third parties		
I.5	Any notices or claims of infringement of any of the foregoing, whether given or received by the Company		<input type="checkbox"/>
I.6	Provide copies of all secrecy, confidentiality and nondisclosure agreements with third parties		<input type="checkbox"/>

## J. Personal Property

Code No.	Document	Document or Information Provided	Not applicable
J.1	List of all fixtures, machinery, vehicles and equipment material to the operations of the Company (excluding computers and other data processing equipment, which are listed pursuant to Section T below)		<input type="checkbox"/>
J.2	All leases (where the Company is lessor) for personal property, including conditional sales agreements for equipment or other personal property		<input type="checkbox"/>
J.3	List and supply copies of all leases of personal property (where the Company is lessee) (including, without limitation, equipment and fleet leases)		<input type="checkbox"/>
J.4	List of current vehicles, use of vehicles, and name of driver		<input type="checkbox"/>

## K. Real Estate

Code No.	Document	Document or Information Provided	Not applicable
K.1	List of the addresses, including county, of all real estate (which includes, for all purposes of this list, the improvements thereon) (i) owned by the Company, (ii) leased by the Company or (iii) where inventories of the Company are located		<input type="checkbox"/>
K.2	All leases and rental agreements (including all related subleases, non-disturbance and attornment agreements and assignments) for real estate owned or occupied by the Company		<input type="checkbox"/>
K.3	All deeds, title policies, surveys and appraisals for real estate owned or occupied by the Company, to the extent available		<input type="checkbox"/>
K.4	All material storage, warehouse, or similar agreements		<input type="checkbox"/>
K.5	To the extent not provided in response to other items, all notices of municipal violations affecting any property owned or leased by the Company		<input type="checkbox"/>
K.6	To the extent not provided in response to other items, all loan agreements, mortgages, assignments, security agreements, and UCC-1's, if any, encumbering any property owned or leased by the Company		<input type="checkbox"/>
K.7	Any material agreements relating to the construction or alteration of property, plant or equipment		<input type="checkbox"/>
K.8	With respect to all of the properties and leases described in this Section K, please identify any officers, directors, members, employees, customers or suppliers holding an interest in such properties or leases		<input type="checkbox"/>

## L. Environmental & Safety

Code No.	Document	Document or Information Provided	Not applicable
L.1	All environmental reports or similar documents (including internally generated reports and memoranda, as well as those of outside consultants) relating to the Company or its business		<input type="checkbox"/>

L.2	A schedule of amounts and types of hazardous materials used by the Company and a description of handling, storage and disposal practices		<input type="checkbox"/>
L.3	All documents relating to any releases, discharges or disposal of any material on any real property currently or formerly owned, operated or occupied by the Company		<input type="checkbox"/>
L.4	List of all underground storage tanks at the Company's premises and the contents thereof		<input type="checkbox"/>
L.5	List of any asbestos-containing materials in or on the real property used by the Company		<input type="checkbox"/>
L.6	Details of all environmental licenses and consents required for the Company operations, and copies of all such licenses and consents currently in force, and documentary evidence of compliance		<input type="checkbox"/>
L.7	All correspondence, applications, reports and notices (if any) to, from, or relating to the EPA, OSHA, or any other federal, state, or local governmental agency relative to occupational safety or environmental matters for the past 10 years		<input type="checkbox"/>
L.8	Details of any existing or threatened investigation, claim, proceeding or litigation involving the Company relating to the breach or alleged breach of environmental laws or regulations or environmental incidents. Give details of any known circumstances that are likely to or could conceivably give rise to litigation or claims for breach of environmental laws or regulations or otherwise give rise to liability for environmental harm		<input type="checkbox"/>
L.9	All environmental studies, audits and reports, including any environmental filings or tests. All investigations related to potential or actual site (e.g., soil and groundwater) contamination		<input type="checkbox"/>
L.10	Details about any environmental accident, e.g., leakages, explosions, fires, etc. that have occurred over the past five (5) years		<input type="checkbox"/>
L.11	Details of communications between any of the Company and any agency or authority with respect to environmental matters over the past five (5) years		<input type="checkbox"/>
L.12	Any new or pending environmental rules or regulations known to the Company, which could affect the operations of the business		<input type="checkbox"/>
L.13	Details of any complaint from neighbours or other stakeholders over the past five (5) years		<input type="checkbox"/>

## M. Human Resources

Code No.	Document	Document or Information Provided	Not applicable
M.1	List of all officers and key employees (whose annual compensation including bonuses exceeds \$50,000) showing: position, primary duties, and annual compensation		<input type="checkbox"/>
M.2	Listing, by geographical location, and with department designation and compensation of the composition of all employees as follows: Sales, Marketing, Service & Installation, Finance, Engineering/R&D, Administration, IT/IS, Other		<input type="checkbox"/>
M.3	Schedule or brief description of, and copies of, all employee benefit plans. Please include plans which have been in effect but are now terminated. In the schedule/description of each plan, please include the cost for employer and employee for the last 3 years		<input type="checkbox"/>
M.4	Personnel Manual and material personnel policies, including vacation and sick-pay policies		<input type="checkbox"/>
M.5	All (qualified or non-qualified) retirement, bonus, profit sharing, deferred compensation, stock option,		<input type="checkbox"/>

	stock purchase, profit sharing, savings, hospitalization, insurance and similar plans currently in effect, including plan (trust) documents and summary descriptions. Please include documents for any terminated programs. In addition, please list the cost for employer and employee for the last 3 years for each of these plans. Please also provide information on unfunded liability, if any		
M.6	All filings, reports (including form 5500 Annual Reports and Summary Annual Reports), correspondence (including all determination letters) and notices to or from the Internal Revenue Service or any other regulatory authority with respect to any of the foregoing plans for the last 3 years		<input type="checkbox"/>
M.7	Any memoranda, bulletins or similar communications to employees relating to employee benefits		<input type="checkbox"/>
M.8	Most recent valuations, appraisals, actuarial reports; all material correspondence with plan fiduciaries or consultants		<input type="checkbox"/>
M.9	State whether any of the Company's benefit plans provide for post-retirement medical benefits, and, if so, provide information on the cost of providing the post retirement benefits		<input type="checkbox"/>
M.10	List of all option holders with the number of shares, exercise price and dates available for exercise		<input type="checkbox"/>
M.11	Information regarding any outstanding loans to employees and directors, including the current amount thereof		<input type="checkbox"/>
M.12	Schedule of perquisites received by officers and directors from the company during the last fiscal year		<input type="checkbox"/>
M.13	Schedule of all severance policies or agreements, with lists of persons with whom the Company has such agreements		<input type="checkbox"/>
M.14	Provide copies of all employment and consulting agreements		<input type="checkbox"/>
M.15	Identify any employees who are not employed on an "at will" basis		<input type="checkbox"/>
M.16	Standard form agreements with employees or independent contractors relating to confidentiality and assignment of intellectual property; any individual such agreements which are material		<input type="checkbox"/>
M.17	List of all unions representing the Company employees or which have engaged in or notified the Company of an intention to engage in organizational activities with respect to employees of the Company; copies of any union contracts and collective bargaining agreements, even if limited to specific issues and even if they have different headings ("minutes", "joint reviews", etc.); description of the strikes and trade union initiatives during the last three years; description of requests, if any, by trade unions, and union disputes that are still pending		<input type="checkbox"/>
M.18	All correspondence, reports and notices (if any) with or from any federal, state or local governmental authority relating to equal employment opportunity or other matters relating to employment or work practices. List all outstanding cases and judgments and the amount of related liability		<input type="checkbox"/>
M.19	Documents relating to employee terminations, information concerning any reductions in force within the past three years, copies of and information concerning any early retirement window or other exit incentive programs		<input type="checkbox"/>
M.20	Any releases of legal claims executed by any current or former employee in favor of the Company		<input type="checkbox"/>
M.21	List or summarize claims experience for last 3 years and any outstanding claims under self-insured plans		<input type="checkbox"/>
M.22	All other documents, descriptions and information regarding employees and employee benefits and compensation (including employee handbooks) that may be material from a transactional perspective		<input type="checkbox"/>
M.23	List (by country) of employees on international assignments, including payroll and job title, and copies of assignment letters/contracts		<input type="checkbox"/>
M.24	Workers compensation loss history from the past 3 years; identify currently outstanding claims		<input type="checkbox"/>

M.25	List of employees on short and long term disability, how long disabled and prognosis for continued disability		<input type="checkbox"/>
M.26	List accrued paid time off and cost		<input type="checkbox"/>

#### **N. Other Agreements (To the Extent Not Covered Above)**

<b>Code No.</b>	<b>Document</b>	<b>Document or Information Provided</b>	<b>Not applicable</b>
N.1	All agreements for mergers or acquisitions, or the purchase or sale of material assets, for the period since inception, or agreements in principle, currently in effect, with respect to proposed mergers, acquisitions or purchase or sales of assets		<input type="checkbox"/>
N.2	All joint venture, partnership and similar agreements		<input type="checkbox"/>
N.3	All contracts relating to the acquisition or sale of any properties or equipment during the last two years for consideration exceeding \$50,000 in value		<input type="checkbox"/>
N.4	All current contracts and purchase orders contemplating an aggregate exchange of value of \$5,000 or more		<input type="checkbox"/>
N.5	Agreements with any government or government agency, other than ordinary course contracts contemplating exchanges of value of less than \$5,000		<input type="checkbox"/>
N.6	Contracts (excluding employment agreements and other benefits arrangements, but including loan agreements) with officers, directors or any significant stockholder of the Company		<input type="checkbox"/>
N.7	Any agreements with or between any persons affiliated with the Company and not otherwise requested in this list, including without limitation agreements relating to the ownership or control of the Company or repurchase of a prior stockholder's interest in the Company		<input type="checkbox"/>
N.8	To the extent not otherwise requested on this list, any material obligations owed by the Company to any person affiliated with the Company or owed by any such person to the Company		<input type="checkbox"/>
N.9	All contracts relating to engineering, legal, accounting, management, consulting and other services		<input type="checkbox"/>
N.10	A preliminary list of the consents required to consummate the contemplated transactions (e.g., consents required to assign certain contracts, leases, permits, etc.)		<input type="checkbox"/>
N.11	Any material contract which may be otherwise affected by the sale of the assets of the Company explaining the nature of the anticipated effect		<input type="checkbox"/>
N.12	Any material contract creating or purporting to create an exclusive arrangement between the Company and any other party, whether as to the supply of goods or otherwise, or affecting or restricting the Company's ability to compete or otherwise affecting the conduct of the Company's business		<input type="checkbox"/>
N.13	Any material contract of an unusual or abnormal nature or not entered into on an arms length basis in the ordinary and usual course of the Company's business, including a description of the reason why the contract falls within this category		<input type="checkbox"/>

#### **O. Regulations and Permits**

<b>Code No.</b>	<b>Document</b>	<b>Document or Information Provided</b>	<b>Not applicable</b>
O.1	List of federal, state, and local agencies or authorities (including, where relevant, foreign agencies or authorities) that regulate all or part of the Company's business, and copies of all reports and other		<input type="checkbox"/>

	documents filed with such agencies or authorities during the last three years, including any such agency or authority from which a consent must be obtained for the contemplated transactions		
O.2	List of all permits and authorizations required for the operation of the Company's business, and copies thereof		<input type="checkbox"/>
O.3	All reports to, and correspondence with, federal, state or local regulatory and enforcement agencies during the last three years		<input type="checkbox"/>

## P. Litigation

Code No.	Document	Document or Information Provided	Not applicable
P.1	Summaries or memoranda regarding all threatened, outstanding and concluded litigation and arbitration proceedings involving the Company, its assets or properties during the last five (5) years containing the following information: parties, description of claim or threatened claim, nature of proceeding, date and method commenced, amount of damages or other relief sought and, if applicable, paid or granted		<input type="checkbox"/>
P.2	Summaries or memoranda regarding all governmental and administrative investigations, proceedings and arbitrations, whether pending, threatened or concluded during the last five (5) years		<input type="checkbox"/>
P.3	All reports required to be submitted to a governmental or administrative agency as a result of an investigation, proceeding or arbitration		<input type="checkbox"/>
P.4	Summaries of any criminal proceedings against any officer or director of the Company during the last five (5) years		<input type="checkbox"/>
P.5	Copies of all relevant complaints, pleadings, correspondence, and documents filed with any court or tribunal in connection with any of the above		<input type="checkbox"/>
P.6	Any unsatisfied judgments, and any outstanding injunctions, orders, consent decrees, settlement agreements, or similar items to which the Company is a party		<input type="checkbox"/>
P.7	Schedule of all non-material actions in which the Company is named as a defendant and the amount of each such claim against the Company		<input type="checkbox"/>

## Q. Insurance; Risk Management

Code No.	Document	Document or Information Provided	Not applicable
Q.1	List of all property, liability, casualty, malpractice, business risk and other insurance policies carried by the Company for the past three years		<input type="checkbox"/>
Q.2	Copies of all insurance policies/binders (excluding employee benefits coverages such as health and life insurance)		<input type="checkbox"/>
Q.3	Detailed and currently valued insurance company loss runs and information relating to insurance claims experience for the last five (5) years, on an aggregate basis for all lines of coverage		<input type="checkbox"/>
Q.4	To the extent not listed above, a summary of the company's products liability and errors and omissions exposure relative to the services provided. Describe any services and/or products that have resulted in unusual claim activity/litigation. Describe any procedures the Company has in place (contractual or otherwise) to limit this exposure		<input type="checkbox"/>

Q.5	Where loss sensitive/deductible programs apply, a schedule of reserves compared to ultimate expected losses within any retentions for all lines of coverage (including a description of any collateral required)		<input type="checkbox"/>
Q.6	All correspondence relating to an insurer's declination of coverage or reservation of rights with respect to a pending claim, or aggregate of claims arising from the same circumstances, of over \$2,500		<input type="checkbox"/>
Q.7	Indicate if the Company is currently responsible for any claims resulting from: uninsured losses, insolvent former insurers, exhaustion of prior coverage, or cancellation of claims-made insurance		<input type="checkbox"/>
Q.8	Indicate any risks the Company has been unable to insure		<input type="checkbox"/>
Q.9	Indicate if the Company assumes (voluntarily or by contract or agreement) significant liability for any third parties, whether under contract or otherwise. Furnish representative copies of contracts and agreements		<input type="checkbox"/>
Q.10	States in which the Company currently maintains a major program with the state insurance fund		<input type="checkbox"/>
Q.11	Identification of claims, if any, that have resulted from occupational disease		<input type="checkbox"/>
Q.12	State whether the Company maintains a formal safety and loss control program. If yes, provide a description of its goals and the name of the individual responsible for its operations		<input type="checkbox"/>
Q.13	Builders Risk – Identify any anticipated major construction and/or renovation at the facilities		<input type="checkbox"/>
Q.14	Contingency Plans – Identify any contingency plans developed in case of a major catastrophe		<input type="checkbox"/>
Q.15	Identification of any known flood, earthquake or windstorm exposures		<input type="checkbox"/>

## R. Liabilities

Code No.	Document	Document or Information Provided	Not applicable
R.1	List of major suppliers (whether goods or services) that account for more than 5% of annual goods and services supplied. Please provide the amount of such purchases, terms, and conditions of purchases and nature of goods and services supplied		<input type="checkbox"/>
R.2	Schedule which summarizes the accounts payable and accrued liabilities balance as of 12/31/06 and the most recent balance sheet date		<input type="checkbox"/>
R.3	Schedule of all significant contingent liabilities or purchase commitments. The schedule should describe the liability or commitment, the terms and amount of obligation		<input type="checkbox"/>
R.4	Describe any expression of an intention by the Company, or any material supplier or customer to terminate or materially modify the relationship with the Company		<input type="checkbox"/>

## S. Tax Issues

Code No.	Document	Document or Information Provided	Not applicable
S.1	All federal, state, local and foreign tax returns or tax worksheets for the previous five (5) years		<input type="checkbox"/>
S.2	Has the Company been audited by any federal, state or local tax authority in the past five (5) years? If so, provide a copy of the auditor's report		<input type="checkbox"/>
S.3	Description of all property, sales, excise, transfer, employment taxes relating to the Company		<input type="checkbox"/>
S.4	All tax-sharing agreements potentially affecting the Company		<input type="checkbox"/>

S.5	All federal, state or local tax rulings relating to the Company		<input type="checkbox"/>
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## T. Information Services

Code No.	Document	Document or Information Provided	Not applicable
	<u>General:</u>		
T.1	Description of the main Company application used. Please include modules implemented: Financial, Operational, Process, Help Desk, Communication, Scheduling, System management, Report Generator, Office Suite, Technical, Other...		<input type="checkbox"/>
T.2	List of all other applications that interface with the main application		<input type="checkbox"/>
T.3	Does the Company have the proper number of licenses for each software application used?		<input type="checkbox"/>
T.4	Provide copies of all software licensing agreements		<input type="checkbox"/>
T.5	Provide copies of all hardware/software maintenance agreements		<input type="checkbox"/>
T.6	Provide copies of all outsourcing agreements		<input type="checkbox"/>
T.7	List of the version and name of desktop suites used		<input type="checkbox"/>
	<u>Web:</u>		
T.8	Description of the Company's Web presence (Internet)		<input type="checkbox"/>
T.9	Description of the Company's Intranet and any related documentation		<input type="checkbox"/>
	<u>Technical Environment Documentation:</u>		
T.10	List of the Network, Server and Workstation OS Version(s) currently being used		<input type="checkbox"/>
T.11	Identification of the Uninterruptible Power Supply (UPS) which is (are) used to maintain the Server Technology?		<input type="checkbox"/>
	<u>Storage Documentation:</u>		
T.12	Identification of the Storage type being used? (Disk, Optical, Mass Storage, Tape, Enterprise Array)		<input type="checkbox"/>
T.13	State the maximum storage capacity and percentage of storage capacity being used.		<input type="checkbox"/>
	<u>Operation Documentation:</u>		
T.14	Schedule of the backup and recovery systems tests for the past year		<input type="checkbox"/>
T.15	Description of any security controls in place. Security policy. Description of Firewalls, including whether they are in place and tested		<input type="checkbox"/>
	<u>Network, Communications and Equipment Inventory:</u>		
T.16	Inventory of the Server Technology in place		<input type="checkbox"/>
T.17	Inventory of Workstations		<input type="checkbox"/>
T.18	Inventory of Network Diagnostic Equipment		<input type="checkbox"/>

T.19	Inventory of all Network (LAN/WAN) equipment		<input type="checkbox"/>
T.20	Inventory of all networked and stand alone peripherals		<input type="checkbox"/>
T.21	Description of the telephone system currently used		<input type="checkbox"/>
T.22	List of the local and long distance carriers, and copies of all agreements in place		<input type="checkbox"/>

#### **U. Forecasts, Marketing, Other**

<b>Code No.</b>	<b>Document</b>	<b>Document or Information Provided</b>	<b>Not applicable</b>
U.1	Any formal marketing plans which would indicate future market projections, strategies, and methodologies		<input type="checkbox"/>
U.2	All studies or reports relating to the market share of the Company's business, products or services		<input type="checkbox"/>
U.3	All sales plans and sales reports, including actual and projected sales by territory and by sales representative, and all analyses related to sales coverage and sales force staffing requirements		<input type="checkbox"/>
U.4	All reports or surveys relating to customer satisfaction		<input type="checkbox"/>
U.5	Sales brochures and other brochures prepared by the Company about the Company or any of its business		<input type="checkbox"/>
U.6	Any additional documents or information that is or could be material to the Company		<input type="checkbox"/>

#### **V. Health & Safety**

<b>Code No.</b>	<b>Document</b>	<b>Document or Information Provided</b>	<b>Not applicable</b>
V.1	Health and safety manuals		<input type="checkbox"/>
V.2	Copy of the accident books for the past three (3) years		<input type="checkbox"/>
V.3	Details about all incurred costs in connection with accidents		<input type="checkbox"/>
V.4	Details of communications with any agency or authority with respect to health and safety matters over the past three (3) years		<input type="checkbox"/>