

DUE DILIGENCE REQUEST LIST

Please mark each requested item as follows:

“X” = Provided Herewith

“T” = To Be Provided

“I” = Inapplicable

X/T/I

A. Corporate Organization

- [] 1. Certificate or articles of incorporation (including all amendments) of the Company.
- [] 2. Bylaws (including all amendments) of the Company.
- [] 3. Any certificates of merger involving the Company or any corporation that was a subsidiary of the Company.
- [] 4. Minute books of the Company (including all board of directors, board committees and stockholder minutes) and all materials distributed in connection with all meetings of the Company since inception.
- [] 5. Stock record books and stock ledgers and any other records of the issuance of stock by the Company, including the Company’s capitalization table.
- [] 6. Any and all agreements among stockholders of the Company or between any stockholder and the Company relating to the management, ownership or control of the Company, including voting agreements, rights of first refusal, preemptive rights and registration rights.
- [] 7. List and copies of all stock option plans, phantom stock plans, outstanding options, warrants, convertible or exchangeable securities and other rights to purchase capital stock of the Company.
- [] 8. List of all debt and equity securities owned by the Company, including in the case of equity securities, the percentage of ownership interest.
- [] 9. List of all of the Company subsidiaries.

B. Financial Information

- [] 1. All audited or unaudited consolidated financial statements and the notes thereto, if any, since inception and all interim financial statements for the Company.
- [] 2. Current internal budget, operating and financial plans and projections and any reports or papers relating to any long term budget, capital development, restructuring program or strategic plan, including any plans regarding systems and operations.
- [] 3. All annual letters or reports from the Company's independent public accountants or auditors to management, if any, since inception regarding the Company's accounting control systems, methods of accounting and other procedures.

C. Facilities

- [] 1. List of all offices and other facilities (specify whether owned, leased and/or licensed) by location and indicating use of facilities.
- [] 2. Copies of deeds to all owned and leases to all leased real properties.
- [] 3. Copies of any existing title insurance policies, title searches and surveys relating to real property owned by the Company.
- [] 4. Copies of all mortgages of real property owned by the Company.

D. Fixed Assets

- [] 1. List of equipment and other personal property owned or issued by the Company.
- [] 2. Copies of all equipment leases of the Company.

E. Contracts

- [] 1. Copies of all contracts and agreements pursuant to which the Company purchased any interest in any other corporation or pursuant to which any interest in the Company was purchased.

- [] 2. Copies of all employment, consulting and management agreements and other agreements between the Company and any of its officers, directors, employees, stockholders or affiliates.
- [] 3. All contracts relating to the Company's securities to which the Company is a party including stock option plans, forms of stock option agreements, private placement agreements, registration rights agreements, subscription agreements, voting agreements, warrant agreements, etc.
- [] 4. Copies of any other contract or agreements to which the Company is a party of or by which the Company is bound, including without limitation bank or other credit agreements, mortgages, promissory notes, security agreements, guaranties or indemnities and service contracts.
- [] 5. All documents evidencing other financial arrangements, including sale and repurchase or leaseback arrangements, capitalized leases, real estate and other installment purchases, etc.
- [] 6. Any joint venture, partnership, strategic alliance, joint marketing distribution arrangement or other material management, operating or consulting agreements to which the Company is a party.
- [] 7. List of material customers and vendors of the Company, giving annual dollar amounts purchased or sold since inception, and copies of contracts with such customers or vendors.
- [] 8. List of all distribution agreements and copies of material distribution contacts (or any form contracts) to which the Company is a party.
- [] 9. Copies of all agreements relating to competition, non-competition, licensing, server hosting, domain name registration, territorial arrangement, distributorships or franchises to which the Company is a party.
- [] 10. Material correspondence with the Company or stockholders and lenders since inception including compliance reports prepared by the Company or its auditors.
- [] 11. Copies of any UCC financing statement files with respect to the Company or the Company's assets.
- [] 12. List of all material suppliers whether a contract exists or not, and copies of material supply contracts and any correspondence with material suppliers including agreements and correspondence if any with sole source suppliers.

- [] 13. Copies of all form contracts used by the Company since inception for the sale, leasing, maintenance, installation, and service of products together with any form warranties provided to customers of the Company.

F. Legal Proceedings and Compliance

- [] 1. List of all litigation, arbitration, administrative proceedings or governmental investigations or inquiries, pending or threatened, affecting the Company or any of its officers or directors, including brief descriptions (amount in controversy and name of attorney handling matters, etc.) of all such pending or threatened litigation, proceedings, etc. and copies of all files relating thereto.
- [] 2. Copies of any files with respect to claims or litigation settled or otherwise terminated since inception.
- [] 3. Company records relating to customer complaints since inception.
- [] 4. Copies of any consent decrees, judgments or other decrees or orders, settlement agreements or other agreements to which the Company or any officer or director is a party or bound requiring or prohibiting any future activities regardless of when issued.
- [] 5. Copies of all filings and correspondence with any governmental agency since inception relative to alleged or actual violation of laws or regulations.
- [] 6. Any injunctions, outstanding judgments or consent decrees.
- [] 7. List of any defaults with respect to indebtedness, leases or other contracts since inception.
- [] 8. Description of every material breach or violation or alleged material breach or violation by the Company of any licenses or permits held by it, along with copies of all correspondence, complaints, notices or violations or other documents relating thereto.

G. Governmental Regulation

- [] 1. Filings with regulatory authorities since inception, including any applications for funding and any related correspondence.
- [] 2. Any correspondence or other communications with regulatory authorities since inception with respect to significant regulatory matter, including any correspondence, memoranda or other communication relating to any governmental funding.
- [] 3. Any correspondence, memoranda or other communication relating to existing or pending governmental regulations affecting the Company's business, including any correspondence, memoranda or other communication relating to any proposed legislation.
- [] 4. List and copies of all licenses, permits, loans or grants issued by any governmental authority (federal, state or local) held by or given to the Company, including expiration or renewal dates with respect to each such license or permit and maturity or repayment dates with respect to any loans or grants.

H. Intellectual Property

- [] 1. List of patents, patents pending, copyrights, trademarks, trade names and service marks and any license or other agreements related thereto.
- [] 2. Copies of contracts, correspondence, etc. relative to granting rights to others so utilize trademarks, service marks, trade names, or any other proprietary information of the Company.
- [] 3. Any documentation relating to the transfer to the Company or any employee of any technology.
- [] 4. List of all claims or complaints since inception regarding infringement of trademarks, service marks, trade names, patents, copyrights, etc. and all correspondence related thereto.
- [] 5. Copies of confidentiality agreements (or a copy of the sample form), including proprietary information and invention assignment agreements, and list of employees and consultants who have signed them.

I. Tax Items

- [] 1. Federal and state income tax returns since inception and a list of returns of the Company and the years thereof which have been audited by state or federal tax authorities, and copies of the determination letters related thereto. List of tax years open. Indicate whether the Internal Revenue Service or similar authority has indicated that there may be a claim relating to open tax years.
- [] 2. Copies of all correspondence, claims, assessments, etc. from the Internal Revenue Service and from any state or local department of taxation, alleging underpayment of taxes.
- [] 3. Records of governmental audits, including revenue agents' reports covering currently pending audits and protests filed in connection therewith and correspondence related thereto.
- [] 4. Private letter rulings issued to or in connection with the Company, any of its predecessor corporations or its stockholders, and any pending applications therefor.

J. Employee Benefit Plans and Employee Information

- [] 1. List of all employees with position, date of hire, salary (including bonus and commission structure), and stating whether any employees are on leave or any ex-employees are covered by COBRA.
- [] 2. List of all independent contractors for the Company, including amounts paid to them by year, and copies of any contracts with such contractors.
- [] 3. Descriptions of and copies of all documents with respect to all other employee benefit plans, including defined benefit or defined contribution plan, welfare benefit plans, group insurance plans, severance plans, deferred compensation plans, death benefit plans, sickness or disability plans, hospitalization and medical reimbursement plans, group term life, health and accident insurance, cafeteria plans, and educational assistance programs. (If any such plans exist, additional information may be requested.)
- [] 4. Employee manuals or other documents listing, if any, all general policies including vacation policy, holiday pay, and other employee benefits.

- [] 5. List stating the amounts and other terms of any indebtedness or other obligation of (or to) the Company to (or from) any officer, director, employee or stockholder thereof.
- [] 6. List and description of asset or properties used by the Company in which an officer, director or employee thereof has any interest.
- [] 7. List of all transactions between the Company and any of its officers, directors, employees or affiliates.

K. Insurance

- [] 1. List and copies of all insurance policies, including workers' compensation, property, casualty, product and other liability, medical etc., relating to the Company.
- [] 2. A list and description of claims made, settled or paid since inception, or currently pending or threatened under or against such policies.
- [] 3. Any notice or other information possessed by the Company regarding cancellation of, or material premium increases under, such policies.

L. Other Material Information

- [] 1. Any other documents or information which, in the judgment of officers of the Company, are significant with respect to the business of the Company or which should be considered and reviewed in making disclosures regarding the business and financial condition of the Company.
- [] 2. Any recent analyses of the Company prepared by the Company, investment bankers, engineers, management consultants, accountants, federal or state regulatory authorities or others, including appraisals, marketing studies, future plans and projections, credit reports and other types of reports, financial or otherwise, including reports detailing plans for new divisions for the Company.
- [] 3. Copy of the Company's current business plan.