

**[NAME OF SELLER]
DUE DILIGENCE INFORMATION REQUEST LIST**

Please furnish for the review of [Name of Company] (“Buyer”) the information and/or copies of the following documents related to [Name of Company] (“Seller”) requested in the table below. Buyer recognizes that this is an extensive list, and for many items the Seller will not have any responsive materials.

If you provide a particular agreement in response to an item, please include any related ancillary agreements, exhibits and/or schedules to that item. Please note that we may submit additional document and/or information requests to Seller as the documents and information provided in response to this request list are reviewed.

1. CORPORATE MATTERS.

- 1.1. Copies of all organizational and governing documents of Seller, including current certificate or articles of incorporation, all certificates of designation for any preferred stock, bylaws, certificate of formation, operating agreement and/or partnership agreement of Seller, and all amendments and modifications thereof, along with all stockholder, unitholder, registration rights, preemptive rights, buy-sell, right of first refusal, transfer restriction, voting or other agreements with respect to securities of Seller and copies of any other agreements among the members or stockholders of Seller.
- 1.2. List of current members of the board of directors and officers of Seller.
- 1.3. Minutes of all meetings of directors, committees of directors, and stockholders, including copies of notices of all such meetings where written notices were given, and copies of all written consents.
- 1.4. List of all states and foreign countries where employees are located or travel regularly.
- 1.5. List of all states and foreign countries in which the Seller undertakes or contemplates undertaking business operations, either directly or through other parties.
- 1.6. List of jurisdictions in which qualified to do business (if foreign country, provide documents relating to the analogous concept if such concept exists) and certificates from those jurisdictions as to qualification (including the jurisdiction of incorporation).
- 1.7. Schedule of names under which the Seller does business.
- 1.8. Any merger, reorganization, stock, asset purchase or other agreements or plans pursuant to which the Seller acquired or divested any business or assets.
- 1.9. All strategic, marketing or business plans prepared by or at the request of the Seller.

- 1.10. Organizational chart of corporate structure, including divisions, business units, subsidiaries or other affiliates of which the Seller owns at least 1% of the outstanding stock, LLC or other interest.
- 1.11. List of any members of advisory committees of the Seller, including name, address and title.
- 1.12. Corporate documents of subsidiary corporations.
- 1.13. Annual reports for the last five years and current certificate of status.
- 1.14. Tax ID number(s).

2. CAPITALIZATION/OWNERSHIP.

- 2.1. List of each securityholder of Seller, the type of security held, the date of issue, the consideration received therefor, the number of such securities owned by each such holder, the manner in which such securities are held, and whether there are any voting, trust or similar arrangements, including any restrictions on voting rights or any outstanding proxies, that affect such securities.
- 2.2. Any voting trust, stockholder, registration rights, preemptive rights, subscription rights, conversion rights, exchange rights or other similar agreement covering or relating to the Seller’s stock, LLC, or other equity interests.
- 2.3. List of any outstanding or authorized equity appreciation, phantom equity, profit participation or similar rights.
- 2.4. List of all accrued but unpaid dividends with respect to any of the Seller’s stock, LLC, or other equity interests.
- 2.5. All agreements evidencing outstanding or authorized warrants or options relating to the stock, LLC or other equity interest of the Seller, including name of each holder, date of grant, exercise price, vesting schedule, exercise date and number of equity interests subject to option or warrant.

3. FINANCIAL, TAX MATTERS AND AUDIT DOCUMENTS.

- 3.1. Balance sheet, income statement and statement of changes in financial position for prior three year period and related accountants' reports to management and the current year to date, including annual audited and unaudited financial statements.
- 3.2. Monthly unaudited financial statements for prior year and for current year to date.
- 3.3. Most recent projected financial and cash flow statements, including quarterly projections for the next two years and annual projections for the next five years, with breakdowns of revenues and expenses by business groups or divisions and by products. (Please state expressly all product introduction, market penetration and other assumptions involved in such projections.)
- 3.4. List of major customers (at least the 10 largest for the current and past fiscal year), showing percentage of sales to each customer accounting for more than 5% of sales of any product line or service within the past fiscal year.
- 3.5. List of major suppliers (at least the 10 largest for the current and past fiscal year), showing percentage of purchases from each supplier accounting for more than 5% of purchases within the past fiscal year.
- 3.6. Copies of all currently effective loan agreements, security agreements, indentures, short-term or long-term debt instruments (including capitalized leases, guarantees, letters of credit, surety or other bonds, indemnities and other debt obligations).
- 3.7. Information regarding any outstanding disputes with the IRS or state taxing authorities.
- 3.8. All information with respect to any IRS or state audits conducted within the last five years of the returns of the Seller and the results of such audits.
- 3.9. All federal, state and local income, franchise or gross receipts, and property tax returns, including amended returns, filed by the Seller for the last five years and all sales and use tax returns for the last three years and, in each case, any other year(s) for which the statute of limitations is not closed.
- 3.10. Subchapter S elections, if any, for the Seller or any of its divisions, business units, subsidiaries or other affiliates or which the Seller owns at least 1% of the outstanding stock or interest.
- 3.11. All agreements with the IRS or any state or other taxing authority as to tax or accounting matters, including any waivers or extension agreements.
- 3.12. All tax-sharing agreements presently in existence between the Seller and any other company and description of any other significant intercompany or related party transactions with any related shareholder or entity. Description of the methods related to intercompany pricing and used to allocate income and expense among related entities (if not included in agreements provided).
- 3.13. Property, payroll, and sales apportionment data by state for all years for which the statute of limitations is not closed.
- 3.14. A list of states where sales and use tax returns are filed.
- 3.15. A list by state of any sales and use tax examinations, showing the periods covered by the examination, approximate date of completion, and the amount of additional sales tax, additional use tax and any interest or penalties. Indicate whether the amount assessed was paid or contested and the result of any contest.
- 3.16. Destination revenues by state for the last five years.
- 3.17. List of customers which claim an exemption from sales tax for the last five years.
- 3.18. Exemption certificates for the last five years for which each company claims it is exempt from sales taxes.
- 3.19. Summary of customs and import/export excise taxes and a summary of any customs or excise tax examinations for each entity.
- 3.20. List of all contingent liabilities not reflected in the most current balance sheet.
- 3.21. Description of any change in accounting methods for book or tax purposes in the last three years and copies of any related tax filings.
- 3.22. Personal and real estate property tax statements for the last three years.
- 3.23. Any IRS private letter rulings or pending applications with tax authorities.
- 3.24. List of each bank, savings and loan or similar financial institution with which the Seller has an account, safety deposit box, lock box or other arrangement, and any numbers or other identifying codes of such accounts, safety deposit boxes, lock boxes or such other arrangements maintained by the Seller thereat including the names of all

persons authorized to draw on any such account or to have access to any such safety deposit box facility or such other arrangement.

- 3.25. Representative federal and state payroll and unemployment tax filings for all open tax years, including the most recent unemployment tax rate notices.
- 3.26. List of all federal and state payroll tax examinations and notices during the prior five years including the period covered by the examination and notice and the amount of additional payroll taxes, interest or penalties assessed. Also indicate if the amounts have been paid or contested and the results of any contest.
- 3.27. List of individuals who are paid as independent contractors rather than employees including the amount of compensation for the current year and past three years and a description of the individual's duties.
- 3.28. Description of payroll practices, including vacation, holiday pay and treatment of accrual on financials.
- 3.29. Description of employee business and personal expense reimbursement arrangements and personal use property, and a listing of such items and amounts for all open tax years. Provide copy of policy for expense reimbursements.
- 3.30. Documents relating to material write-downs or write-offs other than in the ordinary course.
- 3.31. Any valuations of the Seller or its stock, LLC or other equity interests.
- 3.32. Management letters from accountants concerning internal accounting controls in connection with all audits within the past five years.
- 3.33. Any internal audits within the past five years.
- 3.34. Identify any changes in auditors within the past five years and reasons for change.
- 3.35. UCC, tax and judgment lien searches on Seller and owners.

4. REAL AND PERSONAL PROPERTY.

- 4.1. List of real estate owned, leased, or used by Seller, stating whether owned or leased (whether as lessor or lessee). Provide copies of all leases, subleases, and licenses.
- 4.2. Copies of all existing zoning reports and documents relating to any special use, non-conforming use or zoning vacancies for each piece of owned real property.

- 4.3. Copies of all title insurance policies covering real estate and all deeds or other evidence of title and all documents of record related to or affecting all real property in which Seller has an ownership interest.
- 4.4. Copies of all deeds and leases.
- 4.5. The number of buildings or structures located at each parcel of real property and, with respect to each building or structure, a description thereof.
- 4.6. Surveys of owned or leased properties.
- 4.7. Any recent appraisals of real or personal property.
- 4.8. Options held or granted with respect to the leased real property.
- 4.9. Title insurance or searches or abstracts of title with respect to the real property.
- 4.10. All property tax assessments and property tax bills.
- 4.11. Notices or permits received from local zoning or building authorities and a list of any properties that do not comply with local zoning or building codes.
- 4.12. All purchase and sale agreements and other contracts related to real property.
- 4.13. List of material investments and capital expenditures at all facilities over the past five years and a description of any work in progress which may result in any special assessment.
- 4.14. List of all fixed assets, leasehold improvements, vehicles, equipment, supplies and other tangible personal property owned or leased by the Seller showing original cost, accumulated depreciation (if any) and the location of each, and copies of all leases involving payments of more than \$5,000 per year.
- 4.15. List of any known defects in the condition of any real or personal property or any condition that would cause such property or the Seller's operation thereon or thereof not to be in compliance with law.
- 4.16. List of assets used in the Seller's business not owned or leased by, or licensed to, the Seller, including any assets owned by any owner of the Seller or other affiliates.
- 4.17. All documents evidencing title to personal property.
- 4.18. Site plan with current utilities.
- 4.19. Building plan (CAD drawing, if available).
- 4.20. Describe roof types along with age and condition assessment.

- 4.21. Details of HVAC systems for each area (office, manufacturing, warehouse).
- 4.22. Details of facility systems (date placed in service, capacity, and condition assessment), including compressed air, vacuum, and chilled water.
- 4.23. Facility maintenance plan or identified maintenance requirements for next three years.
- 4.24. Summary of plant security procedures, contracted security services or equipment (e.g. cameras, etc.).
- 4.25. Summary of any security breach incidents within the last three years.
- 4.26. Copy of any security program documentation.

5. INTELLECTUAL PROPERTY.

- 5.1. List of all proprietary software developed by or for Seller and all other software developed for or otherwise customized for Seller, whether exclusively or jointly with others. The list should include the following for each item: name of software (or module, component, etc.), version number, authorship, and release date. For each item listed, provide copies of assignments or licenses of intellectual property rights in such software to Seller, including any supporting documentation showing that Seller is properly licensed to use the software.
- 5.2. List and description of all claims of infringement or misappropriation, lawsuits, conflicts, interferences, oppositions, petitions to cancel, or other violations, pending or threatened by: (a) Seller of third party intellectual property rights or (b) a third party of Seller's intellectual property rights. For each item listed, provide copies of all communications to or from third parties relating to the disputed intellectual property rights.
- 5.3. Copies of all agreements pursuant to which any intellectual property assets (including, but not limited to, any patent, trademark, service mark, trade name, and software) used, in whole or in part, by Seller has been developed for the Seller and not sold, assigned or transferred by the Seller. For each agreement of sale, assignment or transfer of intellectual property to Seller, provide evidence of recording thereof with the appropriate government entity.
- 5.4. Copies of: (a) policies requiring employees, contractors, and other persons who assist in the development of intellectual property rights used by Seller to assign such intellectual property rights to Seller, and (b) form of agreement(s) used to implement such policy.

- 5.5. List and copies of all agreements, options, security agreements or other commitments giving anyone any rights to acquire any right, title or interest in Seller's intellectual property.
- 5.6. List of all internet domain names.
- 5.7. All foreign and domestic registrations, assignments and licenses of patents, trademarks, tradenames, service marks, copyrights and other intellectual property rights, indicating when the registrations were filed.
- 5.8. List all pending applications for foreign and domestic patents, trademarks, tradenames, service marks, copyrights and other intellectual property rights, including where and when such applications were filed.
- 5.9. List of all unregistered or common law patents, trademarks, tradenames, copyrights and other intellectual property rights, including any other technology not covered by the foregoing.
- 5.10. All searches undertaken in connection with the use, adoption or registration of any pending, common law or registered trademarks which are used or intended to be used by the Seller.
- 5.11. All license agreements pertaining to any intellectual property owned by third parties and licensed to the Seller or used in connection with the business of the Seller, or licensed by the Seller to any third party.
- 5.12. Proprietary information and inventions agreements with employees of the Seller and a list of any employees who are not a party to such agreements.
- 5.13. All agreements pursuant to which the Seller has assigned any technology or intellectual property rights to, or obtained any technology or intellectual property rights from, third parties in connection with any business of the Seller.
- 5.14. All other agreements relating to technology or intellectual property that are material to any business of the Seller, including agreements with employees, past and present, consultants, stockholders and other third parties regarding ownership and/or use of intellectual property.
- 5.15. All documents, correspondence, pleadings and other documents or information relating to any actual, pending, potential, threatened or past intellectual property litigation or claim against the Seller, or any other actual, pending, potential, threatened or past assertion, suggestion or inquiry by a third party that the Seller is infringing its intellectual property rights.

- 5.16. List of each patent not owned by or licensed to the Seller that the Seller has examined for potential infringement and identification of all documents relating to such examination.
- 5.17. All internal/external reports, legal opinions, memoranda or other analysis, and correspondence concerning intellectual property matters (e.g., patent, trademarks, servicemarks, copyrights, and the registration and ownership status of any intellectual property of the Seller or the Seller's rights to its intellectual property) and any disputes related thereto, and listing the law firm handling intellectual property matters and its contact person.
- 5.18. All documents, correspondence, pleadings and other documents or information relating to any actual, pending, potential, threatened or past intellectual property litigation or claim by the Seller alleging that a third party is infringing the Seller's intellectual property rights.
- 5.19. All settlement agreements reached with respect to any actual or threatened intellectual property lawsuits.
- 5.20. Any assessments of the risks of any pending or threatened litigation involving intellectual property.
- 5.21. Any formal or informal intellectual property policies of the Seller currently or formerly in effect.

6. MATERIAL CONTRACTS, AGREEMENTS AND MARKETING INFORMATION.

- 6.1. Copies of all management services agreements and any other agreements between Seller and any other party.
- 6.2. Copies of all service, purchase and/or lease agreements with material customers and/or clients.
- 6.3. Copies of all sales or distribution agreements with sales representatives, agencies or distributors or other individuals or organizations involved in the sale and marketing of Seller's equipment and services.
- 6.4. Copies of all agreements with equipment manufacturers and/or lessors and other material suppliers of Seller.
- 6.5. Copies of all contracts restricting the ability of Seller to compete in any line of business with any person, entity or in any geographical area, or committing Seller to continue in the business.
- 6.6. Copies of agreements granting to Seller any right of first refusal to acquire any business or assets, or

- pursuant to which Seller has granted any such rights.
- 6.7. Copies of all agreements and plans entered into by Seller relating to the acquisition of or merger with, a business, or an interest in any business, whether by acquisition of shares, acquisition of assets, or otherwise.
- 6.8. List of major existing services/products (identified both by revenue amount and percentage of total revenues) and brief description of each service/product.
- 6.9. New services/products, projects, sales or distribution methods which the Seller proposes to announce in the next two years and forecast revenues from these services/products or methods.
- 6.10. Percentage of revenues contributed by each service/product for the previous three fiscal years and forecast for this year.
- 6.11. Listing of sales by dollar amounts of major products or product lines for each of the previous two fiscal years and current year to date.
- 6.12. Current backlog and analysis of backlog trend for previous two fiscal years and current year to date.
- 6.13. Listing of sales to customers by descending dollar amount for the previous two fiscal years and current year to date.
- 6.14. List of ten customer references with contact persons and phone numbers.
- 6.15. List of top five competitors by service/product.
- 6.16. Marketing and sales literature and press releases from the past two years through the present, including brochures, advertisements, price lists and industry reports in which the Seller's promotional materials appear or in which the Seller or its products is discussed.
- 6.17. Listing of trade shows attended and trade association/group memberships.
- 6.18. All agreements regarding advertising.
- 6.19. Recent analyses of the Seller, its subsidiary corporations or its industries prepared by investment bankers, engineers, management consultants, accountants or others, including valuations, marketing studies, credit reports and other types of reports, financial or otherwise.
- 6.20. All capital and operating leases.
- 6.21. Listing of all notes payable outstanding as of the most recent month and copies of any agreements evidencing loans to the Seller.

- 6.22. Agreements, including loan agreements with officers, directors, shareholders, affiliates or employees.
 - 6.23. Agreements evidencing outstanding loans to, or guarantees by or sureties for the benefit of any other third party, by the Seller.
 - 6.24. Seller-financed customer purchase agreements, if any.
 - 6.25. Description of the respective outstanding balances, maturity dates, and payout schedules, names of payees and guarantors for each loan agreement referred to above.
 - 6.26. All agreements or documents evidencing or relating to any security interests, mortgages, pledges, encumbrances, restrictions or conditions on transfer or assignment and other charges on any real or personal property of the Seller, or any Seller subsidiary, including all currently effective financing documents (including installment sales and sales leaseback transactions) and all liens and financing statements.
 - 6.27. All agreements, including partnership or joint venture, with customers, marketing agencies or consultants.
 - 6.28. Distribution agreements, franchise agreements, commission or agency agreements and sales representative agreements.
 - 6.29. List of names, addresses, telephone numbers and contact persons of each broker, distributor, representative or other sales agent of the Seller.
 - 6.30. Description of all promotional, quantity discount, rebate or other agreements or arrangements providing for incentives or allowances to the Seller's customers.
 - 6.31. Agreements, under which a customer, distributor or manufacturer or sales representative would be entitled to manufacture, return or sell the Seller's products.
 - 6.32. Powers of attorney.
 - 6.33. Description of any arrangements, understandings, agreements or contracts restricting the ability of the Seller to compete in any line of business with any persons, or committing the Seller to continue in any line of business.
 - 6.34. All confidentiality agreements that restrict the Seller.
 - 6.35. Descriptions of any long term or continuing contracts or arrangements with customers, brokers, manufacturing reps, or suppliers of the Seller that cannot be canceled by the Seller upon notice without liability.
 - 6.36. Any agreement not otherwise requested herein, that involves more than \$5,000, or several agreements which involve more than \$5,000 in the aggregate, between the same parties.
 - 6.37. Any contracts and commitments under which a breach or default has occurred or is expected to occur.
 - 6.38. Standard form agreements for the Seller's services/products, including purchase orders, sales orders, quotation forms, sales agreements, license agreements, service or support agreements, government contracts, and labels and packaging items.
 - 6.39. Import/export licenses.
 - 6.40. Contracts, agreements, cost-sharing or management services agreements or other documents relating to any transaction between the Seller and any directors, officer or owner of more than 5% of the stock, LLC or other equity interests of the Seller, or any family member or business of an director, officer, or owner.
 - 6.41. Performance bonds and letters of credit.
 - 6.42. Agreements regarding present or future sales to government entities.
 - 6.43. Description of contractual arrangements or Seller policies that may affect adequacy of reserves (e.g., price or currency protection and stock notation policies, warranties and guarantees).
 - 6.44. All significant oral contracts, commitments and arrangements not previously described.
 - 6.45. Supplier contracts, pricing agreements, standard terms and conditions, and purchasing agreements.
- 7. MANAGEMENT, LABOR, EMPLOYEES AND BENEFITS.**
- 7.1. A list of all employees currently employed by Seller, including, for each, their name, position/job title, work location (city, state), annual salary or hourly rate, hire date, whether classified as exempt or non-exempt, bonus to be paid in the current calendar year (indicating whether the bonus is discretionary or nondiscretionary), and whether full-time or part-time; and a list of all independent contractors/consultants engaged by Seller in the last 12 months to provide services for the operation of Seller's business, including, for each, the hire date, end date or anticipated end date, good-faith estimate of the average number of

- hours worked per week, and services provided to the business.
- 7.2. Copies of all employment, independent contractor, consultant, and temp agreements (or description of verbal agreements), as well as any staffing or leasing agreements currently in effect.
 - 7.3. A description of all audits and internal complaints alleging unlawful employment actions (e.g., discrimination, harassment, workplace health and safety, unpaid wage and hour, etc.), and all administrative charges and lawsuits alleged in the last three years, including any investigation materials, complaints, charges, or other documentation, including any documents related to any OSHA audits, investigations or citations.
 - 7.4. All severance, retention, stay bonus, change of control and similar agreements.
 - 7.5. Resumes/background of key management personnel.
 - 7.6. List of sales representatives and/or territories by volume for the past fiscal year and current year to date.
 - 7.7. Number of employees broken down by division, department and/or function and a management organization chart.
 - 7.8. Description of any severance or termination programs or plans in which employees or officers of the Seller participate and the Seller's policy with respect to termination of employees and officers and benefits relating thereto.
 - 7.9. Description of compensation structure of all employees.
 - 7.10. Payroll register for most recent period.
 - 7.11. Description of any perquisites, including any bonus, stock option, stock purchase or annuity plans and all phantom stock, SAR (stock appreciation rights), or other deferred or incentive compensation programs and practices, involving any employee of the Seller and copies thereof.
 - 7.12. Description of commissions paid to managers, agents or other employees during last fiscal year.
 - 7.13. Collective bargaining agreements, if any, or other material labor contracts.
 - 7.14. Correspondence, memoranda and notes concerning labor or employment disputes.
 - 7.15. Confirmation that no unions have represented the Seller's employees in the last five years, and the Seller is not aware of any union organizing efforts.
 - 7.16. Copies of all written personnel policies and handbooks, including state supplements, as well as a representative sample of five timesheets and corresponding wage statements for non-exempt employees.
 - 7.17. List of pending disputes with employee benefit plan participants.
 - 7.18. Description of all current employment discrimination claims.
 - 7.19. Correspondence, memoranda and notes concerning any pending or threatened work stoppage(s).
 - 7.20. Description of any significant labor problems or union activities.
 - 7.21. Correspondence, memoranda and notes concerning any unusual turnover among employees or ability of Seller to hire qualified personnel.
 - 7.22. Turnover reports for last three years including turnover by job group and broken down by voluntary/involuntary.
 - 7.23. Schedule of compensation of any management or key personnel.
 - 7.24. Indemnification agreements with any management or key personnel.
 - 7.25. Employment proprietary information and inventions, confidentiality and non-competition agreements with current and former employees and consultants.
 - 7.26. Description of any family relationships among managerial personnel.
 - 7.27. Corporate policy and procedure and employee manuals.
 - 7.28. List of all life, accident, health, management compensation or incentive plans maintained or contributed to, together with copies of the most recent plan and trust documents, summary plan descriptions, IRS determination letters and any related insurance policies.
 - 7.29. The most recent actuarial valuation reports for all defined benefit plans maintained by the Seller.
 - 7.30. Plans' most recent financial statements, including participant account balances.
 - 7.31. All "employee pension benefit plans" within the meaning of Section 3(2) of ERISA, and any other plan, fund, program, policy, contract, arrangement or payroll practice, under which pension benefits (including, but not limited to, pensions, retirement income, deferred compensation, profit sharing, or multiemployer pension plans) are provided for

current or former employees of the Seller or any of its direct or indirect subsidiaries, their spouses or their beneficiaries or to which any such entity had an obligation to contribute within the last five years (the "Pension Plans") reflecting all final regulations.

- 7.32. Each document or other governing instrument relating to a Pension Plan or if the terms of such Pension Plan are not in writing, a detailed description of the terms of such Pension Plan (including the merged defined contribution plan). In addition, all policies, procedures, amendments, supplements, collective bargaining agreements, letter, memoranda, understandings and any other document reasonably necessary to reflect the terms and conditions of each Pension Plan.
- 7.33. The most recent summary plan description (SPD) of each Pension Plan for which an SPD is required under ERISA, to the extent available, and any summaries of material modifications thereto.
- 7.34. All instruments under which the assets of any Pension Plan listed are held or managed and benefits are provided, including, but not limited to, insurance contracts, trust agreements, custodial contracts and investment management agreements.
- 7.35. With respect to each Pension Plan, the following data for the group: employee census which includes names or social security number, date of birth, salary, plans enrolled in, job description or classification.
- 7.36. The three most recent Forms 5500, 5500-C or 5500-R Annual Reports (with all exhibits) for each Pension Plan for which an Annual Report is required to be filed under the Code or ERISA or an explanation of why it was not filed.
- 7.37. Any funding waivers, PBGC Form 1 annual premium returns, any Department of Labor or IRS audit reports and any Forms 5310 (Application for Determination Upon Termination; Notice of Merger, Consolidation or Transfer of Plan Assets or Liabilities; Notice of Intent to Terminate) with respect to any Pension Plan.
- 7.38. Any summary of reportable events as defined by ERISA.
- 7.39. Confirmation that each Pension Plan is either a safe harbor plan or qualifies under 401(a)(4) of the Code using the general test.
- 7.40. With respect to each Pension Plan that has received a determination letter from the IRS regarding its qualified status under 401(a) of the Code, the most recent IRS determination letter

(including any letter concerning the tax-exempt status of any related trust under Section 501(a) of the Code), the application submitted when requesting such determination letter, to the extent available, and any subsequently filed determination letter request. Please include a copy of the determination letter for the merged defined contribution plan.

- 7.41. List of each multiemployer or multiple-employer pension plan (i.e., an "MEPP" within the meaning of Title IV of ERISA) to which the Seller or any of its direct or indirect subsidiaries is or was obligated to contribute.
- 7.42. Estimate of potential withdrawal liability from each such multiemployer/MEPP plans, as well as a history of employer and participant contribution levels.
- 7.43. List of each Pension Plan subject to Title IV of ERISA that either is or was maintained by any entity that is a member of a controlled group or under common control with the Seller, within the meaning of Section 414 of ERISA or to which any entity has or had an obligation to contribute. A description of the relative funding status of each such Pension Plan that would permit an analysis of the potential termination or withdrawal liability with respect to each such Pension Plan.
- 7.44. Confirmation that all annual reports required to be filed under ERISA with respect to any Pension Plan have been timely filed. Provide copies of initial notification to the Department of Labor with respect to any Pension Plan that is intended to qualify for the alternative ERISA compliance alternative available under Department of Labor Regulation Section 2520.104-23 (relating to an exemption from annual reporting for so-called "top-hat" plans).
- 7.45. List of each transaction between a Pension Plan and a party-in-interest or disqualified person (within the meaning of Section 3 of ERISA and Section 4975 of the Code, respectively) that is not exempt by statute or administrative exemption from the prohibited transaction provisions of ERISA and the Code.
- 7.46. Confirmation that all contributions to Pension Plans have been timely made, that there has been no violation of the minimum funding rules of ERISA or the Code with respect to any Pension Plan, and that all premiums owed to the PBGC with respect to any Pension Plan have been timely paid.

- 7.47. List of all lawsuits or appeals actions pending under any Pension Plan and copies of any litigation documents (complaints and related pleadings) related thereto.
- 7.48. Representative federal and state payroll and unemployment tax filings for all open tax years, including the most recent unemployment tax rate notices.
- 7.49. List of all federal and state payroll tax examinations and notices during the prior five years including the period covered by the examination and notice and the amount of additional payroll taxes, interest or penalties assessed. Also indicate if the amounts have been paid or contested and the results of any contest.
- 7.50. List of individuals who are paid as independent contractors rather than employees including the amount of compensation for the current year and past three years and a description of the individual's duties.
- 7.51. Description of payroll practices, including frequency, vacation, holiday pay and treatment of accrual on financials.
- 7.52. Description of employee business and personal expense reimbursement arrangements and personal use property, a listing of such items and amounts for all open tax years, and policy for expense reimbursements.
- 7.53. List of any employees who work from home or whose work location is not on company premises.
- 7.54. List of human resources services provided by Seller if applicable.
- 7.55. Job descriptions and job evaluation data.
- 7.56. Performance review process documentation.
- 7.57. Benefit summaries by job group (e.g., bargaining unit, non-bargaining unit).
- 7.58. Copies of any employee opinion surveys conducted for past five years.
- 7.59. Copies of any employee newsletters or general communication pieces issued in the last three years.
- 7.60. Documentation of any company contributions, community volunteer activities or sponsorships in the last three years.
- 7.61. Benefit summaries by job group (e.g., bargaining unit, non-bargaining unit).
- 7.62. Summary of open worker compensation claims and status of same.
- 7.63. A description of any loss incurred through any employee misappropriation, including the details of how the theft was completed, how it was discovered, the amounts taken, and the source and amounts of recoveries to date and anticipated future recoveries.
- 7.64. U.S. Health and Welfare Benefits: A list of all health and welfare benefits offered to active employees (i.e., medical, dental, vision, COBRA administration, life/AD&D, disability, business travel accident, EAP, FSA, severance, voluntary benefits, wellness incentives, etc.). The overview should include the name and EIN of the plan sponsor (participating employers, if any), funding mechanism (fully-insured, level-funded, or self-funded), the carrier or administrator, and the next renewal date for each plan. Please indicate if any plan/underlying policy will be retained by the Seller.
- 7.65. U.S. Health and Welfare Benefits: Census file indicating the total number of active employees subject to the transaction, enrolled by plan and by coverage tier, as well as the following identifying information related to each employee: employee ID number, employing entity, date of birth, date of hire, gender, home zip code, employment status, employee class (i.e., full time/part-time, union status, executive, exempt, non-exempt, hourly, salaried), annual salary, job title, covered payroll (as applicable, such as for life and disability plans). Add tobacco and spousal surcharges, as applicable. Note: The census should include all employees, even those who have waived coverage or are ineligible.
- 7.66. U.S. Health and Welfare Benefits: Current year and upcoming (if applicable) premium (or premium equivalents, if plans are self-funded) and administrative rates, as well as applicable COBRA rates.
- 7.67. U.S. Health and Welfare Benefits: Current year, and upcoming year's monthly employee contribution rates, by plan and coverage level.
- 7.68. U.S. Health and Welfare Benefits: Current benefits guide/summary provided to employees subject to the transaction. Provide separate versions as needed, if variations exist.
- 7.69. U.S. Health and Welfare Benefits: Are any benefits offered to retirees or terminated employees beyond those required under COBRA?
- 7.70. U.S. Health and Welfare Benefits: For all applicable tax years and as it relates to the Patient Protection and Affordable Care Act (ACA):

- 7.70.1. Confirm employees included in the transaction were offered coverage in compliance with ACA to ACA-eligible full-time employees. If not, please explain.
- 7.70.2. Indicate the affordability safe-harbor applied.
- 7.70.3. Confirm copies of IRS Forms 1094/1095-C were filed with the IRS and furnished to employees included in the transaction.
- 7.71. U.S. Health and Welfare Benefits: A complete description of how benefit costs are allocated to the Seller (e.g., percentage of payroll, monthly rate per eligible employee, actual claim costs, etc.) and include the actual rate (by plan, if necessary) used by eligible or enrolled participant. Also indicate whether the Seller is subject to periodic adjustments (indicate frequency) for actual costs. Include a schedule depicting the allocated costs by month for the past 24 months noting actual costs, as available.
- 7.72. U.S. Health and Welfare Benefits: A description of eligibility provisions for each plan (medical, dental, vision, life, short-term disability, long-term disability, etc.) including the number of hours required, when coverage starts (e.g., first of the month following 60 days, etc.) and when coverage ends (e.g., on day of termination/end of the month, etc.)
- 7.73. U.S. Health and Welfare Benefits: Confirm there are no benefits offered to employees subject to the transaction as retirees or terminated employees beyond those required under COBRA.
- 7.74. U.S. Health and Welfare Benefits: For non-calendar year plans, indicate when benefit period starts/ends, such as deductible and out-of-pocket accumulators.
- 7.75. Self-Funded Benefits: Current, plus two years of paid claim experience by month with corresponding monthly enrollment.
- 7.76. Self-Funded Benefits: For current YTD and prior two years large claims experience (including medical/prescription drugs), provide a list of large claimants with diagnosis information (not diagnostic category). Provide any potential high claimants currently in case management based on trigger diagnosis and case management notes for large claimants, as available. Note: Large claims are defined as in excess of 25% (or higher threshold if required, but lowest possible) of the current specific deductible.
- 7.77. Self-Funded Benefits: Current year's stop loss policy and premium rates.
- 7.78. Self-Funded Benefits: Have there been any specific or aggregate reimbursements over the past two years and, if so, how much was paid for each?
- 7.79. Self-Funded Benefits: Claims lag reports showing last 24 months paid vs. last 36 or more previous months incurred.
- 7.80. A list of all defined contribution (such as 401(k) plans) and defined benefit (such as traditional or cash balance pension) plans, including the lead plan sponsor and participating employers. Please indicate if any plan will be retained by Seller.
- 7.81. U.S. Retirement: Copy of the plan document(s), (prototype and adoption agreement, if applicable) and summary plan description(s). Include employer participation agreements, as applicable, as well as amendments not reflected in plan or summary plan description(s).
- 7.82. U.S. Retirement: Assets attributable to employees included in the transaction, as of most recent valuation date broken down by investment.
- 7.83. U.S. Retirement: Prior year and current year-to-date contributions, split by employer and employee, as well as by type (i.e., pre-tax deferral, catch up, match, profit sharing, qualified non-elective contributions, etc.) attributable only to employees included in the transaction.
- 7.84. U.S. Retirement: Please indicate anticipated strategy for transitioning accounts for employees included in the transaction to Buyer's plan (that is, plan-to-plan transfer or individual rollovers). If transfer, please:
 - 7.84.1. Confirm balances for transfer employees will be moved after the close of the transaction to the new 401(k) plan established by the Buyer.
 - 7.84.2. Confirm unvested dollars in accounts will be 100% vested, if any.
 - 7.84.3. Please indicate whether there are any investment options that will be restricted or penalized for liquidation, such as market value adjustment on stable value fund, short term redemption fees, etc. If not, please indicate anticipated strategy for handling accounts with outstanding loans.
- 7.85. U.S. Retirement: Census file related to 401(k) participant identifying the following for each Seller employee: date of birth, date of hire, total annual compensation, 401(k) deferral percentage

(including zeroes), outstanding loan balance, number of outstanding loans, account balance, vested account balance.

- 7.86. U.S. Retirement: For each plan, participant notices delivered in the past year (i.e., 404(a), safe-harbor, Stock Appreciation Rights (SAR), etc.), as applicable.
- 7.87. Benefits related: Confirm no in-force employment agreements contain benefit-related commitments to employees included in the transaction. If any, please indicate and provide copy.
- 7.88. Benefits related: Confirm there are no key man life insurance policies, special executive benefits or nonqualified plans provided to employees subject to the transaction. If so, please provide related details and/or plan documents and policies.
- 7.89. Benefits related: Confirm Seller is not party to any collective bargaining agreements that require contribution to multiemployer health, welfare, and/or pension funds on behalf of any employee included in the transaction. If yes, for last year and YTD, number of employees and total amount paid to each health/welfare and pension fund by union on behalf of union employees, including the contribution rate and contribution basis by union.
- 7.90. Benefits related: As it relates to both health and welfare and retirement benefits, confirm no non-uniform benefits are provided to any employee included in the transaction (e.g., "one-offs", special arrangement in lieu of benefits, reimbursements for alternative coverage, free coverage, etc.). If any, please provide written description.

8. INSURANCE.

- 8.1. Copies or summaries of current insurance policies carried by the Seller on its properties, assets, business or personnel, specified in the insured, the amount of coverage, the type of insurance, the policy number and every pending claim thereunder and contact information.
- 8.2. List of all past policy limits and the names of insurers for the third party liability insurance.
- 8.3. Premium and loss histories for the past five year period.
- 8.4. Details of losses over certain threshold (such as \$100,000).
- 8.5. Statement of values/schedule of locations.
- 8.6. Insurance policy applications.
- 8.7. Employee leasing agreements, if any.

- 8.8. Experience modification worksheets.
- 8.9. Broker services agreement.
- 8.10. Historical insurance coverage summary.
- 8.11. Agent contacts, names, phone numbers, email.
- 8.12. Key man life insurance.
- 8.13. Loss control reports.
- 8.14. List of all past products and services.
- 8.15. Information on any outstanding retrospective or a similar variable premium rating program.
- 8.16. Safety, loss control and risk management manuals.
- 8.17. Current worker compensation experience modification factors including data worksheets.
- 8.18. Reports or memoranda discussing the adequacy, nonrenewal, or claims made exceeding \$5,000 under any current or prior insurance policy.
- 8.19. All documents relating to any claimed defect in any of the Seller's products (other than warranty claims received in the ordinary course of business that in the aggregate have not exceeded \$5,000).
- 8.20. All reports and memoranda relating to any alleged product defect.
- 8.21. Information regarding possible cancellations or premium increases.

9. LITIGATION AND OTHER PROCEEDINGS.

- 9.1. Schedule of all litigation, administrative proceedings, governmental investigations or inquiries, or arbitration proceedings, pending or threatened, affecting the Seller or any subsidiary. Copies of all pleadings and subsequent filings relating thereto.
- 9.2. All pleadings related to pending litigation.
- 9.3. Description of any grand jury, criminal action threatened or pending against the Seller, any of its directors, officers and/or employees or contractors.
- 9.4. Description of any decrees, orders or judgments in last five years or with any current or prospective effect.
- 9.5. Description of any settled litigation and terms of settlement in the last five years.
- 9.6. List of any pending disputes or appeals before federal or state administrative agencies, or with other third party payors, including a description of the issues and estimated amounts in controversy.
- 9.7. Correspondence, memoranda and notes concerning any dispute with allied parties, customers,

suppliers or competitors regarding any claim for an amount in excess of \$10,000 or that may otherwise have a material impact on the Seller or seeking injunctive or other equitable relief, or any claim or potential claim.

- 9.8. Correspondence with auditors regarding threatened or pending litigation, assessments or claims.
- 9.9. Correspondence, memoranda and notes concerning any claim or potential claim involving of any employee, independent contractor or consultant of the Seller.
- 9.10. Correspondence, memoranda and notes concerning any pending or threatened litigation involving a key supplier, distributor or governmental or quasi-governmental customer.
- 9.11. Attorneys' opinion letters or attorneys' response letters to auditors in connection with audits.
- 9.12. Attorneys' opinion letters or attorneys' response letters to Seller concerning the potential effects of any significant proposed or pending changes in any law, rule or regulation.

10. ENVIRONMENTAL AND REGULATORY MATTERS.

- 10.1. List and copies of all permits, registrations, licenses, certifications and approvals (excluding those listed elsewhere herein) held or required to be held under federal, state and local law by Seller for the conduct of the business.
- 10.2. Copies of all corporate ethics and anti-bribery policies, as well as all documentation and material used for training with respect to corporate ethics and anti-bribery policies.
- 10.3. Other regulatory matters, files, correspondence, memoranda and notes concerning licensing of the Seller's operations, compliance or noncompliance with foreign, state, federal or other governmental regulatory standards and results of inspections by governmental regulators.
- 10.4. All notes, citations, correspondence, or memoranda during the past five years with or from any federal, state, city or other government authorities, foreign or domestic (including the Department of Justice, Federal Trade Commission, EEOC, EPA, OSHA, Department of Labor, Pension Benefit Guarantee Corporation, FDA) to which the Seller may be subject, including concerning any of:

- 10.4.1. Visas, passports or work permits, or any occupational safety and hazard officials.

- 10.4.2. Government contract or immigration violations.
- 10.4.3. Equal employment opportunities violations.
- 10.4.4. Antitrust violations.
- 10.4.5. The import or export of the Seller's services or products.
- 10.4.6. Potential violations of any other law, rule or regulation.

- 10.5. Provide the following information for any real property ever owned, leased or otherwise used or occupied (in whole or in part) by the Seller:

- 10.5.1. The date the real property was owned, leased or otherwise used or occupied by the Seller.
- 10.5.2. All known previous owners, operators and uses of the real property.
- 10.5.3. Description of the Seller's current and past operations at the real property.
- 10.5.4. All environmental warranties, indemnifications or provisions contained in any sale or lease documents for the real property, regardless of whether the Seller was the buyer or seller.
- 10.5.5. Any asbestos or PCB studies ever performed on the real property.
- 10.5.6. Any groundwater monitoring reports for the real property.
- 10.5.7. Whether the real property produces air emissions or has vapor intrusion.
- 10.5.8. Whether the real property discharges to a sanitary sewer.
- 10.5.9. Whether the real property has an onsite wastewater treatment plant or system.
- 10.5.10. Whether the real property discharges wastewater to a septic system.
- 10.5.11. Whether any part of the real property is within any wetland, flood plain, tidal plain or borders a body of water.

- 10.6. List of formerly occupied properties, including the following: address, dates, ownership status (leased vs. owned), and any environmental liabilities associated with the properties. Please include storage, manufacturing, and other ancillary locations.

- 10.7. Copies of any litigation, legal claims, settlements, judgments, pending litigation, or administrative

- proceedings relevant to hazardous substances or petroleum products in, on, or from any owned properties.
- 10.8. List and addresses of current and past off-site disposal, recycling, treatment, or storage facilities used for solid, industrial or hazardous waste.
 - 10.9. Describe or copies of notifications pursuant to CERCLA 104(e) for potentially responsible party (PRP) claims for off-site waste disposal have been identified and reviewed. Please provide information regarding the status of any existing PRP notifications, including the expected contribution percentages (if known) and what, if any, are the expected settlement payments.
 - 10.10. Is the Seller aware of any OSHA violations that have resulted in fines, penalties or corrective action? Status?
 - 10.11. Three prior years of OSHA Form 300 and Workers Compensation Insurance Policy.
 - 10.12. Description and/or documentation related to noteworthy chemical spills or releases, particularly those that may have gone off-site, impacted subsurface soil, or resulted in agency notification or participation.
 - 10.13. Documentation of any known non-compliance situations, outstanding enforcement actions or pending violations against any of the Seller's real property. If any, what is the expected magnitude of potential penalties? Are capital expenditures expected to achieve compliance?
 - 10.14. Please provide all permits, EH&S (environment, health & safety) plans, compliance reviews, agency correspondence, submittals or other environmental compliance for the last three years associated with real property (as applicable). If no permit, documentation supporting the lack of need for the following permits (as applicable):
 - 10.14.1. EPCRA (Tier II [three years], TRI/Form R [three years], etc.).
 - 10.14.2. AST/UST (registration, tightness or leak detection testing, or closure reports).
 - 10.14.3. SPCC Plan.
 - 10.14.4. Stormwater (permit, SWPP, and discharge monitoring reports).
 - 10.14.5. Wastewater, discharge permit and monitoring reports.
 - 10.14.6. Hazardous waste (registration, manifests [six months], biennial reports, or any other reporting requirements).
 - 10.14.7. Air (application, permit, and tracking information).
 - 10.14.8. Process Safety Management/Risk Management Plan (last PHA, PSM and RMP Audits performed by their third party consultants).
 - 10.14.9. Asbestos (O&M or abatement reports).
 - 10.14.10. Ozone Depleting Substances (ODS).
 - 10.15. Documentation of agency or internal audits or inspections (state environmental and local municipality).
 - 10.16. List of properties with on-site drinking water supply source such as wells or water systems.
 - 10.17. Name of potable water provider and sewer for each occupied location. If on-site well or septic system is used, indicate which facility and location on the property.
 - 10.18. List of facilities with wastewater discharges including description of discharge location (private onsite treatment, surface water, wastewater impoundment).
 - 10.19. Any notifications from municipalities regarding the potential for utility upgrade requirements such as sanitary sewer, stormwater, drinking water or power supply.
 - 10.20. Facility site plans including location of any above and below ground storage tanks.
 - 10.21. Any environmental budgets, reserves and projections of the Seller, including pollution control and environmental expenditures and capital costs related to environmental matters, and operations and maintenance costs related to environmental compliance including cost of waste treatment, transportation and disposal.
 - 10.22. Any environmental assessments or audits whether internal or external, engineering or consultant reports and sampling results from any soil, air or water tests related to the facility.
 - 10.23. All notices from environmental groups relating to the Seller, or any real property owned, leased or used by the Seller, including those prerequisite to the filing of citizen suits to enforce federal, state or other environmental laws and regulations.
 - 10.24. All community right-to-know information submitted by the Seller regarding environmentally damaging or hazardous materials.
 - 10.25. All correspondence, notices and communications to and from federal, state and local environmental regulatory agencies relating to the Seller, or any

real property owned, leased or used by the Seller, for the last five years.

- 10.26. Any and all permits, licenses and authorizations held by the Seller currently and for the last five years.
- 10.27. Any other documents relating to the Seller, or any real property owned, leased or used by the Seller, regarding federal, state and local environmental statutes and regulations for the last five years.
- 10.28. List of any pending or threatened regulatory, judicial, administrative or other actions relating to environmental matters, or any known violations or potential violations of applicable environmental laws.
- 10.29. Any environmental litigation files and administrative response files.
- 10.30. Internal correspondence or memorandums of the Seller concerning any environmental matter for the last 10 years.
- 10.31. Any draft or final environmental studies, reports, audits, remediation plans and monitoring reports including without limitation Phase I and Phase II environmental assessment reports, environmental compliance audits and internal audits, including compliance with asbestos or waste disposal regulations, ever performed by or on behalf of the Seller or relating to real property owned, leased or used by the Seller.
- 10.32. All OSHA and insurance inspection reports, including OSHA 300 logs, and work place injury loss reports for the last 10 years relating to the Seller or the real property owned, leased or used by the Seller.
- 10.33. All local health office and fire department studies for the last five years relating to the Seller or the real property owned, leased or used by the Seller.
- 10.34. All environmental disclosure documents filed pursuant to state transfer statutes relating to the Seller or the real property owned, leased or used by the Seller.
- 10.35. All state and federal environmental inspection reports of any type for the last 10 years relating to the Seller or the real property owned, leased or used by the Seller.
- 10.36. Any plans which the Seller has in place to be in compliance with any environmental law, ordinance or regulation.
- 10.37. Identify all wastes (including oil derivatives or volatile organic compounds (i.e., VOCs)) currently generated at the real property owned, leased or

used by the Seller, including source and volume, describe the procedures for disposal of such wastes, and list the locations where the waste is currently disposed and was historically disposed.

- 10.38. Identify major wastes that were generated in the past but are no longer generated at the real property owned, leased or used by the Seller, including source and volume and list the locations where the waste was disposed.
- 10.39. Identify all above ground storage tanks and underground storage tanks ever located at the real property owned, leased or used by the Seller, including the material/waste stored in each tank, the volume of the tank, the age of the tank and any spill containment system or spill protection devices associated with the tank. In addition, indicate whether any of these tanks were removed and provide copies of any closure assessments or notifications that were prepared.
- 10.40. Identify any instances of non-compliance with applicable environmental laws and attach relevant documentation.
- 10.41. Identify any concerns with adjacent properties, including discharge to air or water or regarding environmental condition of the soil or groundwater.
- 10.42. Summary of key upcoming legislative decisions that may materially affect the Seller, with brief discussion of the status of each.

11. INFORMATION TECHNOLOGY.

- 11.1. IT department organization charts (or, describe current corporate IT support model).
- 11.2. Does the Seller or any subsidiary have an enterprise-wide privacy and data protection program? If so, please describe the program and how the program is governed, audited and enforced.
- 11.3. Does the Seller or any subsidiary have operations, employees or customers located outside of the United States? If so, please provide a list of each jurisdiction, the number of employees in that jurisdiction, and an estimate of the number of customers in that jurisdiction or the percentage of business that such jurisdiction accounts for.
- 11.4. Provide details of any actual or potential security breaches, unauthorized use or access of the Seller's, any subsidiary's, or service provider's computer systems or data, or other data security incidents impacting the Seller or any subsidiary or service provider that have been identified in the past three years.

- 11.5. Describe any material litigation, complaints from individuals or other third parties, or investigations, inquiries or complaints from governmental/regulatory authorities concerning privacy and data protection matters in the past three years. Please also indicate whether the Seller is subject to any consent decrees related to its privacy practices.
- 11.6. Describe the Seller's and each subsidiary's own advertising, marketing and promotion practices, including whether the Seller or any subsidiary uses digital advertising, behavioral/interest-based advertising, email, fax, text or telephone marketing or sweepstakes, skill contests and/or offers.
- 11.7. IT department budget for last year, the current year and next year, if available (or corporate allocation for IT services).
- 11.8. Inventory of IT systems held at division, include age and book value.
- 11.9. Inventory of software licenses, vendor or in-house developed, and investments.
- 11.10. Network diagram(s), including server and communications equipment.
- 11.11. List of existing IT related service contracts and terms of contracts.
- 11.12. List of existing software contracts, leases and terms of each.
- 11.13. List of current IT projects and project backlog.
- 11.14. List existing phone system make and model.
- 11.15. List of business applications in use, software vendor, revision release level and business functions support by each application.

12. MISCELLANEOUS.

- 12.1. List of any assets used in Seller's business not owned by Seller, including any assets owned by its directors, officers, their families or other affiliates.
- 12.2. All appraisals related to the Seller's assets or business prepared within the last three years.
- 12.3. Other material documents or information which, in your judgment, are significant with respect to the business of the Seller or which should be considered and reviewed in making disclosures regarding the business and financial condition of the Seller to prospective buyers.

13. GENERAL MANUFACTURING OPERATIONS, if applicable.

- 13.1. Summary of key upcoming legislative decisions that may materially affect the Seller, with brief discussion of the status of each.

- 13.2. Quality policy manual.
- 13.3. ISO assessment and audit reports for the previous fiscal year and current year to date.
- 13.4. Quality metrics and customer quality complaint details for previous fiscal year and current year to date.
- 13.5. All internal reports utilized by manufacturing management regarding output, efficiency, costs, variances, setup times, machine downtime, and safety for the previous fiscal year and current year to date.
- 13.6. On-time delivery metrics by customer and total company for the previous fiscal year and current year to date.
- 13.7. Capacity utilization for each manufacturing work center for the last fiscal year and monthly for current year to date, including underlying assumptions (e.g., 2 shifts/16 hours/5 days, 3 shifts/24 hours/5 days, etc.).
- 13.8. Planned capital expenditure details for next two years and details of any machines or facilities under construction or on order.
- 13.9. Description of manufacturing equipment used to make finished products, age, in service, acquisition cost, and upgrades/rebuilds including any changes/upgrades that are not original equipment manufacturer (OEM) equipment.
- 13.10. Description of any manufacturing machines or processes dependent on licenses, leases or other contracts.
- 13.11. Description of all operations related services (e.g., design, maintenance, scheduling, customer service, quality, planning, engineering, research and development (R&D), etc.) provided by related companies and intercompany charges for such services.
- 13.12. Description of maintenance services and systems as relates to machine breakdowns, predictive maintenance, and preventative maintenance (including whether outside services are utilized).
- 13.13. Spare parts inventory list, acquisition costs, and book value (i.e., are spare parts expensed when purchased or when used?).
- 13.14. Utility service and cost details for water, sewer, gas, electric.
- 13.15. Plant layout and material flow.
- 13.16. Description of material control, production, planning, and scheduling systems, including software systems used.

- 13.17. Management's opinion of the three greatest strengths and three most significant problems in manufacturing.
- 13.18. Description of any programs and the results to reduce manufacturing costs, increase efficiency, and/or improve quality.
- 13.19. Description of current production shift schedule and what manufacturing processes are utilized on each shift.
- 13.20. Process used to make prototype samples and number of prototypes made per year.
- 13.21. Number of production tools built per year by manufacturing platform and the process to manufacture and the average cost and lead-time.
- 13.22. List of production tools and status, fully functional, currently used in production, fully developed, and retired not in use, tool age.
- 13.23. Machine and tool maintenance records previous two fiscal years and current year to date.
- 13.24. Capital spent for past five fiscal years and current year to date by major category, machines, tools, major upgrades, and maintenance capital.
- 13.25. List of art files, print plates, artwork and associated files, and assets.

14.11. Lead-time requirements for top 20 customers.

14. WAREHOUSE AND FREIGHT ARRANGEMENTS, if applicable.

- 14.1. Detailed freight analysis including at least one year shipment history (for all inbound and outbound shipments) with origin/destination city/state/zip and mode, carrier, weight and cost.
- 14.2. Annual transportation spend by carrier for the previous two fiscal years and current year to date.
- 14.3. Average loads received and shipped per day.
- 14.4. Hours of shipping and receiving and staffing.
- 14.5. Material handling equipment used, leased or owned.
- 14.6. Any contracts or agreements related to warehousing or third-party logistics.
- 14.7. All contracts or agreements with carriers or customers related to transportation and freight.
- 14.8. Details on IT systems used for warehouse management and shipping.
- 14.9. Warehouse/storage locations for raw material and finished goods with pallet counts.
- 14.10. Warehouse labor production efficiencies (i.e., pallets/moves per hour, etc.).