

	Item Description	Previously Provided	Provided Herewith	To Be Provided	Not Applicable
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**1 Organizational and General Information**

1.1	An organizational chart of the legal structure of the Company and a list of all direct or indirect, wholly or partly owned subsidiaries, if any.				
1.2	Organizational documents of the Company and each subsidiary, as amended to date and currently in effect.				
1.3	Capitalization tables showing the authorized, issued and outstanding shares of capital stock of the Company and each subsidiary. Copies of any shareholder agreements, voting trust agreements, buy/sell agreements or currently valid proxies involving the shareholders of the Company or otherwise affecting the right of any shareholder to freely vote shares of the Company's capital stock.				
1.4	A list of each jurisdiction (domestic and foreign) in which the Company and/or its subsidiaries does business (e.g. holds assets, makes sales, operates a sales office or where its employees reside) and a brief summary of the Company's activities in each jurisdiction.				
1.5	A list of each jurisdiction in which the Company and/or its subsidiaries is authorized or qualified to do business as a foreign corporation and evidence of such authorization or qualification.				
1.6	All trade names or "dba" names or designations under which the Company or any predecessor thereof (including any acquired companies) has done business or sold products in the past five years.				

**2 Material Agreements (in each case, relating to the transferred Assets, Assumed Liabilities and/or Transferred Employees and including any related amendments, consents or waivers)**

2.1	Copies of all contracts to be assumed by _____ in connection with the Acquisition (the "Assumed Contracts")				
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2.2	Copies of all outstanding bridge notes and related agreements and any other outstanding loan agreements, bank credit lines or other existing indebtedness, material financing arrangements or equipment leases; any existing liens, mortgages, encumbrances, trust deeds, pledges, security agreements, assignments for security or collateral arrangements.				
2.3	A list of all real property owned or leased which will constitute a Transferred Asset and copies of any lease agreements, purchase contracts or financing agreements related thereto.				
2.4	A list of all personal property owned or leased by the Company constituting Transferred Assets and copies of any lease agreements, purchase contracts or financing agreements related thereto.				
2.5	Copies of form of standard agreements of the Company for the purchase or sale of goods and services.				
2.6	All joint ventures and partnerships agreements to which the Company or its subsidiary is a party (not to include agreements relating to joint selling efforts or referral agreements).				
2.7	List and copies of all material licenses, authorizations, consents, permits, qualifications and approvals issued to the Company or its subsidiary by any United States federal, state, local, foreign or other governmental authority in connection with the operation of the Company's business.				
2.8	All applications for grants, letters of approval, including amendments and extensions thereof, all submissions, filings, requests, reports, updates or other filings, consents, reports to and correspondence with any United States federal, state, local, foreign or other governmental agencies.				
2.9	All notices of, or information regarding, termination of any of the foregoing and description of any material default by any party under any contract.				
<b>3 Intellectual Property</b>					
3.1	List of principal products (including products being developed) in each line of business constituting Transferred Assets.				

3.2	List and copies of all issued patents and patent applications, and information regarding any foreign patent filings.				
3.3	List and Copies of all documents relating to all federal, state and foreign trademark registrations and pending applications used in or associated with the Company's business.				
3.4	List and copies of all copyright registration records, including title documents and payment of renewal fees (for older copyrights.)				
3.5	Copies of all agreements dealing with trade secrets, e.g., license, secrecy, or non-analysis, whether the Company is licensor or licensee.				
3.6	Copies of forms of agreements with employees covering development of intellectual property, together with a list of employees covered thereby. Any other agreements with any of the Company's employees and former employees relating to the use of the Company's proprietary information. List of all non-employees who participated in any product development for the Company.				
3.7	Copies of all value added reseller (VAR), original equipment manufacturer (OEM), and other reseller agreements constituting Assumed Contracts.				
3.8	Copies of all import/export licenses, including in connection with encryption or other restricted technologies.				
3.9	List of computer programs and related documentation relating to the Transferred Assets.				
3.10.	List of all development or other technology agreements to which the company of its subsidiary is a party relating to the Transferred Assets.				
3.11	List and brief description of circumstances, including parties, countries and status, relating to any interference, conflict, opposition, infringement, misuse or misappropriation or any litigation related thereto by any party of any of the intellectual property or any pending or threatened claim thereof. Any correspondence from third parties notifying the Company of any patents or offering to license any patents.				

3.12	Copies of all agreements under which the Company or its subsidiary has acquired or divested any of the Transferred Assets.				
3.13	Copies of any licenses or agreements of any kind (including cross licensing agreements) with respect to the Company's or others' patent, copyright, trade secret or other proprietary rights, proprietary information or technology relating to the Transferred Assets.				
3.14	Copies of all royalty or licensing agreements, franchises and conditional sales contracts to which the Company or a subsidiary is a party relating to the Transferred Assets. List of all royalty or other payment obligations of the Company to third parties for intellectual property.				
3.15	Copies of all software escrow agreements to which the Company is a party relating to the Transferred Assets.				
3.16	Copies of non-disclosure agreements and confidentiality agreements to which the Company is a party relating to the Transferred Assets.				
3.17	Listing of all open source software, open source software applications, programs, packages, or libraries that have been used by the company to develop any of the Transferred Assets, or that have been incorporated into the Transferred Assets, along with a copy of the accompanying license for such open source applications.				
3.18	To the extent not provided elsewhere, any and all documentation relating to (i) alleged infringement by the Company of any intellectual property of others; and (ii) infringement by others of any Company intellectual property.				

4 Employee Matters

4.1	A list of all employees who will become employees of _____ or its subsidiaries in connection with the Acquisition (the "Transferred Employees").				
4.2	Employment, management, advisory or consulting, severance, supplemental executive retirement, and parachute contracts with Transferred Employees.				

4.3	List of all Transferred Employees whose employment is not terminable with 30 days notice or who are otherwise entitled to additional compensation upon termination (including accumulated vacation days, etc.) and the amount of such entitlement.				
4.4	Any employee benefit plans applicable to the Transferred Employees, including, without limitation, stock option plans, pension plans and insurance plans, including forms of option agreements and related documents.				

5 Miscellaneous

5.1	Financial statements for the past two completed fiscal years (audited if available). Unaudited financial statements for the most recent period available in the current fiscal year.				
5.2	Detailed summary of the current insurance programs (e.g., policy summaries or policy schedules) relating to the Transferred Assets.				
5.3	Schedule of all litigation or administrative or governmental proceedings, investigations or inquiries pending, or threatened or for which grounds may exist, involving the Company or its subsidiaries, the Transferred Assets, Assumed Liabilities, Assumed Contracts and/or Transferred Assets, Assumed Liabilities, Assumed Contracts and /or Transferred Employees, or by which any of same may be affected.				
5.4	Any and all documents related to, discussing or evidencing noncompliance by the Company with Federal, state or local environmental laws, rules or regulations, including a listing and description of any operations that involve toxic or hazardous materials.				
5.5	Any and all documents or correspondence related to, discussing or evidencing noncompliance by the Company with Federal, state or local laws, rules or regulations relating to employment or employee matters.				
5.6	Any other information, documents or agreements not covered by the above list but which would, in the Company's judgment, be material to an evaluation of the Company and its assets and liabilities by prospective buyers thereof.				