

**DUE DILIGENCE REQUEST LIST**

In connection with the proposed transaction between [\_\_\_\_\_] (“*Buyers*”) and Concierge Technologies, Inc. (“*Seller*” or “*Company*”), in which the Buyers are considering making a private investment in the Company, please provide the documents described below for our review.

Please send all documents to the attention of Lonnie Finkel, Finkel Law Group, P.C., 300 Lakeside Dr. Suite 1000, Oakland, CA 94612.

Upon completion of our initial review, we may request additional documents from the Company. If compiling any of the requested items would be unusually burdensome, please let us know so that we may attempt to arrange a less burdensome alternative.

In response to the following items, please provide responses for the Company and any of its subsidiaries that are engaged in domestic or international operations. For example, where items refer to United States law, government agencies or locations, responses should also be provided for any international counterparts.

<u>Provided Herewith</u>	<u>Previously Provided</u>	
		<b>1. BASIC CORPORATE DOCUMENTS:</b>
<input type="checkbox"/>	<input type="checkbox"/>	1a. Articles of incorporation, including all amendments.
<input type="checkbox"/>	<input type="checkbox"/>	1b. Bylaws, including all amendments.
<input type="checkbox"/>	<input type="checkbox"/>	1c. Minutes of all meetings and written consents of directors, committees of directors and shareholders, including copies of any written notices (if given) or waivers thereof.
<input type="checkbox"/>	<input type="checkbox"/>	1d. List of all cities, states and countries where property is owned or leased or where employees are located, with approximate size and number of employees at each location.
<input type="checkbox"/>	<input type="checkbox"/>	1e. List of all states and countries in which the Company contemplates undertaking business operations, either directly or through other parties.
<input type="checkbox"/>	<input type="checkbox"/>	1f. List of all states and countries where the Company is qualified to do business.

- 1g.    Good Standing Certificates from all states and countries where qualified to do business (long form if available).
- 1h.    List of all subsidiaries and joint ventures, together with a description of the nature of ownership or relationship.
- 1i.    Any reports to the Board of Directors regarding foreign payments or compliance with the Foreign Corrupt Practices Act.

If any item above is not provided, please explain why (e.g., inapplicable, unavailable, etc.):

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**2.      DOCUMENTS RELATING TO SUBSIDIARIES:**

- 2a.    Same as those listed under Item 1 above.
- 2b.    All documents relating to any acquisitions.

If any item above is not provided, please explain why (e.g., inapplicable, unavailable, etc.):

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**3.      SHAREHOLDER INFORMATION:**

- 3a.    List of all current shareholders, including addresses and numbers of shares owned. Indicate dates stock issued and fully paid for (to enable us to determine Rule 144 holding periods.) Please also include information and documents relevant to 3(a)(10) exemptions.
- 3b.    List of outstanding options and warrants, including date of grant, exercise price, number of shares subject to option, names and addresses of option holders.

- 3c. List of all stop transfer orders/legends.
- 3d. All communications with shareholders.
- 3e. All press releases issued by the Company.

If any item above is not provided, please explain why (e.g., inapplicable, unavailable, etc.):

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**4. SECURITIES ISSUANCES:**

- 4a. The Company's stock transfer ledger and samples of common and preferred stock certificates, warrants, options, debentures and any other outstanding securities.
- 4b. A description of all outstanding shares and the rights attendant to each class of the Company's stock.
- 4c. Stock option or purchase plans and forms of option or purchase agreements that have been or may be used by the Company thereunder.
- 4d. Any other agreements relating to the sales of securities by the Company, including any private placement memoranda or other offering circulars.
- 4e. Any agreements and other documentation (including related permits) relating to repurchases, redemptions, exchanges, conversions or similar transactions involving the Company's securities.
- 4f. State permits, notices of exemption and consents for issuance or transfer of the Company's securities and evidence of qualification or exemption under other applicable state blue sky laws.
- 4g. Forms D, Forms 701, and any other forms filed to qualify for an exemption under the Securities Act.

- 4h. All voting trust, proxies, shareholder agreements, redemption agreements, buy-sell agreements, other agreements restricting transfer of shares or other similar agreements covering any of the Company's shares.
- 4i. All agreements containing registration rights or assigning such rights.
- 4j. All agreements containing preemptive rights or assigning such rights.
- 4k. All agreements containing co-sale rights or assigning such rights.
- 4l. All filings made with the SEC, including proxy statements, annual reports on Form 10-K or Form 10-KSB, quarterly reports on Form 10-Q or Form 10-QSB, and reports on Form 8-K for the last five years.
- 4m. The name of each stock exchange on which the Company's securities are listed, the date of each listing, and any listing agreements.
- 4n. Any recent communications to shareholders.
- 4o. A list of institutional investors and other easily located blocks of the company's stock.

If any item above is not provided, please explain why (e.g., inapplicable, unavailable, etc.):

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**5. CORPORATE FINANCE:**

- 5a. Copies of any Stock Purchase Agreements with shareholders and related documents.
- 5b. Documents relating to any convertible debt financings.
- 5c. Bank line of credit agreements, including any amendments, renewal letters, notices, waivers, etc.

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|--------------------------|--------------------------|--|
| <input type="checkbox"/> | <input type="checkbox"/> | 5d. All documents and agreements evidencing other material financing arrangements, including factoring arrangements, capital leases, sale and leaseback arrangements, installment purchases, etc.  |
| <input type="checkbox"/> | <input type="checkbox"/> | 5e. All documents and agreements evidencing borrowing by the Company, whether secured or unsecured, including loan and credit agreements, indentures, promissory notes and other evidences of indebtedness, and any amendments, renewals, notices, waivers, etc. |
| <input type="checkbox"/> | <input type="checkbox"/> | 5f. Other agreements evidencing outstanding loans to or guarantees by the Company.   |
| <input type="checkbox"/> | <input type="checkbox"/> | 5g. Correspondence with lenders or security holders, including all compliance reports submitted by the Company or its independent public accountants.  |

If any item above is not provided, please explain why (e.g., inapplicable, unavailable, etc.):

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**6. FINANCIAL INFORMATION:**

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|--------------------------|--------------------------|--|
| <input type="checkbox"/> | <input type="checkbox"/> | 6a. Financial and operating plans by quarter for the next year and on an annual basis for five years, if available, including projected income statements, cash flows, and balance sheets. |
| <input type="checkbox"/> | <input type="checkbox"/> | 6b. All management letters or special reports by auditors and any responses thereto.   |
| <input type="checkbox"/> | <input type="checkbox"/> | 6c. All audited financial statements.  |
| <input type="checkbox"/> | <input type="checkbox"/> | 6d. All unaudited financial statements prepared for the Board, including historical quarterly financial statements.  |
| <input type="checkbox"/> | <input type="checkbox"/> | 6e. Description of and reasons for any change in accounting methods or principles since inception.   |
| <input type="checkbox"/> | <input type="checkbox"/> | 6f. Detailed aging schedule for accounts receivable and accounts payable as of most recent practicable date.   |

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|--------------------------|--------------------------|-----|--|
| <input type="checkbox"/> | <input type="checkbox"/> | 6g. | Explanation of revenue and cost recognition methods.   |
| <input type="checkbox"/> | <input type="checkbox"/> | 6h. | Information on all planned acquisitions and dispositions.  |
| <input type="checkbox"/> | <input type="checkbox"/> | 6i. | Information on bad debt reserves and unusual charges to operations for the past three fiscal years.                      |
| <input type="checkbox"/> | <input type="checkbox"/> | 6j. | Information on inventory, including turnover and reseller return policies.   |
| <input type="checkbox"/> | <input type="checkbox"/> | 6k. | List and brief description of all reports used by management on a regular basis (internal and industry).                 |
| <input type="checkbox"/> | <input type="checkbox"/> | 6l. | Reports and/or audits regarding allocation and disbursement of transaction revenues.                                     |
| <input type="checkbox"/> | <input type="checkbox"/> | 6m. | Description and documentation of collection and remittance of sales tax.   |
| <input type="checkbox"/> | <input type="checkbox"/> | 6n. | All budgets, forecasts, projections, business plans and estimates prepared during the last 5 years.                      |
| <input type="checkbox"/> | <input type="checkbox"/> | 6o. | All management reports prepared by the Company's accountants or auditors concerning the Company during the past 5 years. |

If any item above is not provided, please explain why (e.g., inapplicable, unavailable, etc.):

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**7. MANUFACTURING:**

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|--------------------------|--------------------------|-----|---|
| <input type="checkbox"/> | <input type="checkbox"/> | 7a. | Breakdown by manufacturing site of the products manufactured, personnel employed, number of shifts and capacity.  |
| <input type="checkbox"/> | <input type="checkbox"/> | 7b. | List of major suppliers showing total and type of purchases from each supplier during the last and current fiscal years, indication of which suppliers are sole sources, and contact names and phone numbers. |

- 7c. Description of any toxic chemicals used in production and manner of storage and disposition. Description of any EPA or other investigation or claim.
- 7d. List of contract manufacturers or assemblers showing total and type of purchases from each contract manufacturer or assembler during the last and current fiscal years.
- 7e. List of product fabrication facilities used and contracts, investments, and loans related to the use of such facilities.
- 7f. Material or outside of ordinary course of business contracts with suppliers, manufacturers, etc.
- 7g. Form or agreement relating to the sale or lease of equipment.

If any item above is not provided, please explain why (e.g., inapplicable, unavailable, etc.):

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**8. OPERATIONS:**

- 8a. List of third party product or software developers showing total and type of project for each developer during the last five years, contact names and phone numbers, together with forms of agreements entered into with third party developers.
- 8b. List of third party product or software duplicators and manual publishers showing total and type of services from each duplicator and publisher during the last and current fiscal years.
- 8c. Form of agreements relating to the sale or lease of material capital equipment.
- 8d. Any other material contracts.

- 8e. List of top 10 accounts payable with contact names and phone numbers.

If any item above is not provided, please explain why (e.g., inapplicable, unavailable, etc.):

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**9. SALES AND MARKETING:**

- 9a. List of the Company's products and services.
- 9b. List of the Company's competitors.
- 9c. List of the Company's 20 largest customers or groups in each of the last three fiscal years, indicating the types of products and the amounts of each purchased, and contact name and phone number for each customer.
- 9d. All material licensing agreements, franchises, and conditional sales contracts to which the Company is a party.
- 9e. Agreements with distributors, VARs, OEMs, dealers and sales representatives.
- 9f. Copies of long-term sales contracts.
- 9g. Company-financed customer purchase agreements.
- 9h. Service and support contracts and marketing agreements.
- 9i. All material agency and advertising contracts.
- 9j. Forms of warranties and guarantees provided to customers.
- 9k. Copies of all market research or marketing studies.
- 9l. Copies of sales literature and forms, including price lists, catalogs, purchase orders, etc. and the sales literature, etc. of any competing or similar businesses.

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|--------------------------|--------------------------|---|
| <input type="checkbox"/> | <input type="checkbox"/> | 9m. List of top 20 accounts receivable with contact names and phone numbers.                                  |
| <input type="checkbox"/> | <input type="checkbox"/> | 9n. Backlog of orders to suppliers at end of the most recent full fiscal year and most recent fiscal quarter, |
| <input type="checkbox"/> | <input type="checkbox"/> | 9o. Schedule of price changes over past three fiscal years.   |

If any item above is not provided, please explain why (e.g., inapplicable, unavailable, etc.):

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**10. EMPLOYEES:**

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|--------------------------|--------------------------|---|
| <input type="checkbox"/> | <input type="checkbox"/> | 10a. Number of employees broken down by department, and a management organization chart.  |
| <input type="checkbox"/> | <input type="checkbox"/> | 10b. Forms of employment agreements, severance agreements or compensation agreements.   |
| <input type="checkbox"/> | <input type="checkbox"/> | 10c. Employee benefit, pension, profit sharing, compensation and other plans.   |
| <input type="checkbox"/> | <input type="checkbox"/> | 10d. Collective bargaining agreements or other material labor contracts.  |
| <input type="checkbox"/> | <input type="checkbox"/> | 10e. Form of employee invention assignment and confidentiality agreements; list of employees who have and have not signed such agreements.  |
| <input type="checkbox"/> | <input type="checkbox"/> | 10f. Description of commissions and bonuses paid to managers, agents or other employees during the most recent full fiscal year (excludes compensation to officers - covered by items 11(d) and (e)). |
| <input type="checkbox"/> | <input type="checkbox"/> | 10g. Description of any significant labor problems or union activities the Company has experienced, including any collective bargaining agreements.   |
| <input type="checkbox"/> | <input type="checkbox"/> | 10h. Copies of any non-competition agreements.  |
| <input type="checkbox"/> | <input type="checkbox"/> | 10i. Copies of any NLRB or Department of Labor filings.   |

If any item above is not provided, please explain why (e.g., inapplicable, unavailable, etc.):

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**11. OFFICERS, DIRECTORS AND 5 PERCENT SHAREHOLDERS:**

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|--------------------------|--------------------------|---|
| <input type="checkbox"/> | <input type="checkbox"/> | 11a. Resume for each director and officer.  |
| <input type="checkbox"/> | <input type="checkbox"/> | 11b. Founders agreements, management employment agreements, indemnification agreements, and “golden parachute” agreements.  |
| <input type="checkbox"/> | <input type="checkbox"/> | 11c. Schedule of all compensation paid in the most recent full fiscal year to each officer, director and key employee showing separately salary, bonuses and non-cash compensation (e.g., use of cars, property, etc.).   |
| <input type="checkbox"/> | <input type="checkbox"/> | 11d. Bonus plans, retirement plans, pension plans, deferred compensation plans, profit sharing and management incentive agreements.   |
| <input type="checkbox"/> | <input type="checkbox"/> | 11e. Agreements for loans to and any other agreements (including consulting and employment contracts) with officers or directors, whether or not now outstanding, including: (1) loans to purchase stock, (2) consulting contracts, (3) agreements evidencing any interest in any asset or property used by the Company, and (4) any other type of agreement. |
| <input type="checkbox"/> | <input type="checkbox"/> | 11f. Description of any transaction between the Company and any “insider” (i.e., any officer, director, or owner of 5 percent or more of the Company’s securities) or any associate of an “insider” or between or involving any two or more such “insiders.”  |

If any item above is not provided, please explain why (e.g., inapplicable, unavailable, etc.):

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## 12. INTELLECTUAL PROPERTY

- 12a. Patents: Schedule of the following items, both domestic and foreign, in connection with the Company's business and copies of the supporting documentation to each:
  - 1. Issued patents;
  - 2. Patent applications;
  - 3. Invention disclosures not covered by patents or patent applications.
- 12b. Trademarks: Schedule of and copies of all owned, controlled, licensed or otherwise used trademarks, common law trademarks, servicemarks, trademark or servicemark registrations, trade names, brands, symbols and logos and any pending applications for the foregoing.
- 12c. Copyrights: Schedule of and brief description of all owned, controlled, licensed or otherwise used copyrighted products and materials.
- 12d. Trade Secrets: Schedule of the principal processes and other proprietary information considered by the Company to be trade secrets of the Company and descriptions of unwritten, and copies of written, Company policies and procedures regarding the protection of any trade secrets.
- 12e. Agreements:
  - 1. Copies of all agreements or arrangements related to the research, development, manufacturing, testing, marketing, etc. of the Company's products and technologies, such as joint development agreements, partnership agreements, technology exchange agreements and agreements with suppliers and vendors.

- 2. Copies of all customer (including consulting) contracts, including all contracts or other agreements with any governmental entity, relating to the Company's services to such customer.

12f. Management and Employees:

- 1. All employment or similar agreements entered into with any employee (including any officer or director) of the Company.
- 2. All consulting agreements or similar arrangements between the Company and any person or entity (including any officer or director).
- 3. Copies of the Company's standard employee confidentiality agreements, inventions agreements, etc. Copies of all special or nonstandard confidentiality agreements, invention agreements, etc.
- 4. Confidentiality or non-competition agreements between employees and consultants of the Company and their prior employers.
- 5. All "key person" insurance policies.

12g. General:

- 1. List of all active material licenses (whether the Company is licensor or licensee and indicating which), sublicenses (whether the Company is licensor or licensee and indicating which), settlement agreements, consents, decrees or judgments with respect to patents, trademarks, copyrights or trade secrets (collectively, "Intellectual Property") to which the Company is a party, indicating whether either party is in default thereunder.
- 2. Copies of any item listed in paragraph 1 above that is not a standard form of license or sublicense.

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|--------------------------|--------------------------|--|
| <input type="checkbox"/> | <input type="checkbox"/> | 3. Description of all pending and/or threatened litigation, governmental proceedings, claims or assessments, whether written or oral, whether against or filed on behalf of the Company, and whether or not formal filings have been made concerning the Company's Intellectual Property ("Intellectual Property Litigation"), including a brief summary of the current status and expected outcome of any Intellectual Property Litigation. |
| <input type="checkbox"/> | <input type="checkbox"/> | 4. Copies of all correspondence with any third party who has alleged infringement by the Company of those third parties' rights under patents, trademarks, copyrights, trade secrets and/or unfair competition.  |
| <input type="checkbox"/> | <input type="checkbox"/> | 5. Copies of any opinions provided by counsel for the Company relating to infringement, validity, right to use or clearance searches on patents, trademarks and copyrights held by corporate or private individuals other than the Company.  |
| <input type="checkbox"/> | <input type="checkbox"/> | 6. Copies of any indemnities or standard form of indemnity provided by the Company to third parties regarding intellectual property rights of the Company.   |
| <input type="checkbox"/> | <input type="checkbox"/> | 7. Description of the use of any Intellectual Property of the Company by any third party which the Company believes may infringe or otherwise compromise the Company's rights in its Intellectual Property.  |
| <input type="checkbox"/> | <input type="checkbox"/> | 8. Copies of all agreements or forms of agreement between the Company and employees, consultants, vendors, suppliers, customers and others relating to nonuse or nondisclosure of the Company's Intellectual Property, assignment of rights in the Company's Intellectual Property, non-competition, or any combination thereof.   |
| <input type="checkbox"/> | <input type="checkbox"/> | 9. Description of all liens/or encumbrances on the Company's Intellectual Property, or rights of third parties therein (which are not otherwise disclosed pursuant to the above paragraphs).   |

If any item above is not provided, please explain why (e.g., inapplicable, unavailable, etc.):

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**13. TANGIBLE PROPERTY:**

- 13a. List of real and material personal property owned by the Company.
- 13b. Documents of title, mortgages, deeds of trust and security agreements pertaining to the properties listed in 13a. above.
- 13c. All outstanding leases for real and personal property to which the Company is either a lessor or lessee.
- 13d. List of security interests in personal property, including any UCC filing.
- 13e. Documentation of significant acquisitions or dispositions of assets.

If any item above is not provided, please explain why (e.g., inapplicable, unavailable, etc.):

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**14. LITIGATION AND AUDITS:**

- 14a. Letters from counsel sent to auditors for year-end and current interim audits, including “litigation letters.”
- 14b. Complaints, orders or other significant documents in pending or threatened matters involving claims of [\$50,000] or more or seeking injunctive or other equitable relief, including patent and trademark matters.

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|--------------------------|--------------------------|---|
| <input type="checkbox"/> | <input type="checkbox"/> | 14c. Active litigation files, including letters asserting claims, complaints, answers, etc.   |
| <input type="checkbox"/> | <input type="checkbox"/> | 14d. Any litigation settlement documents.   |
| <input type="checkbox"/> | <input type="checkbox"/> | 14e. Any decrees, orders or judgments of courts or governmental agencies.   |
| <input type="checkbox"/> | <input type="checkbox"/> | 14f. Description of any warranty claims which have been made against the Company, any subsidiary, or any partnership or joint venture and the resolution of such claim.   |
| <input type="checkbox"/> | <input type="checkbox"/> | 14g. Information regarding any other material litigation to which the Company is a party or in which it may become involved, including administrative proceedings and governmental investigations or inquiries. |

If any item above is not provided, please explain why (e.g., inapplicable, unavailable, etc.):

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**15. INSURANCE:**

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|--------------------------|--------------------------|---|
| <input type="checkbox"/> | <input type="checkbox"/> | 15a. Schedule and copies of all material insurance policies of the Company covering property, employees, operations, assets and liabilities.                          |
| <input type="checkbox"/> | <input type="checkbox"/> | 15b. Schedule of any other insurance policies in force such as “key person” policies, directors and officers indemnification policies, or product liability policies. |
| <input type="checkbox"/> | <input type="checkbox"/> | 15c. Description of all insurance claims in excess of [\$5,000] currently pending, including worker’s compensation actions.   |
| <input type="checkbox"/> | <input type="checkbox"/> | 15d. Schedule of the Company’s loss experience per insurance policy per year.   |

If any item above is not provided, please explain why (e.g., inapplicable, unavailable, etc.):

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**16. MATERIAL CONTRACTS, AGREEMENTS, INFORMATION AND LITERATURE:**

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|--------------------------|--------------------------|------|--|
| <input type="checkbox"/> | <input type="checkbox"/> | 16a. | Copies of any Material ( <u>i.e.</u> , total payments of [\$10,000] unless terminable without payment on no more than 30 days' notice), contracts not otherwise provided for, including modifications to existing material contracts.                |
| <input type="checkbox"/> | <input type="checkbox"/> | 16b. | List of all Material submitted or in-process proposals, requests for proposals, or quotes.   |
| <input type="checkbox"/> | <input type="checkbox"/> | 16c. | Backlog:<br>All pending orders for products not yet shipped.   |
| <input type="checkbox"/> | <input type="checkbox"/> | 16d. | Risk Factors:<br>Potential negative influences on future fiscal years' profits plans ( <u>e.g.</u> , loss of significant product sales, delay of a major product introduction, termination of key personnel, etc.)                                   |
| <input type="checkbox"/> | <input type="checkbox"/> | 16e. | Security Agreements:<br>All security agreements affecting any of the Company's assets or properties, all currently effective financing documents (such as installment sales and sale leaseback transactions) and all liens and financing statements. |
| <input type="checkbox"/> | <input type="checkbox"/> | 16f. | Sales Literature:<br>Samples of marketing and sales literature, including brochures and advertisements.  |
| <input type="checkbox"/> | <input type="checkbox"/> | 16g. | Recent analyses of the Company or its industry previously prepared by investment bankers, management consultants, accountants or others, including marketing studies, and other types of reports, financial or otherwise.                            |
| <input type="checkbox"/> | <input type="checkbox"/> | 16h. | Press clippings and releases.  |

- 16i. List of principal suppliers and manufacturers indicating each such supplier or manufacturer that produces a product or raw material which is not available from another source.
- 16j. Copies of all Material contracts with suppliers or manufacturers (i.e., total payments of [\$10,000] unless terminable without payment on no more than 30 days' notice).
- 16k. Copies of all agreements, if any, under which the Company acts as a sales agent, representative dealer, or distributor.
- 16l. Contracts with major customers.
- 16m. All standard forms of sales, service and supply contracts and invoices, including descriptions of all standard terms of sale, warranties and other obligations given or incurred by the Company with respect to its products or services.
- 16n. Joint venture agreements.
- 16o. Copies and description of all surety bonds, including amounts, premiums, dates and sureties.
- 16p. Copies of directors and officers indemnification and reimbursement policies or agreements.
- 16q. Insurance policies, including copies of insurance policies covering product liability, property and casualty, contract performance, travel and accident, general liability, disability, employee life, etc. Describe any existing or potential claims under the policies mentioned.
- 16r. Description of insurance claims history for the past 10 years, including date of claim, nature of loss, payment and/or reserve, description of experience under workers' compensation, including cost.

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|--------------------------|--------------------------|------|---|
| <input type="checkbox"/> | <input type="checkbox"/> | 16s. | Transactions with related parties, including contracts, agreements, cost-sharing or management services agreements or other documents relating to any transaction or relationship between the Company and directors, officers, stockholders or affiliates, direct or indirect, and summaries of the terms of any unwritten transactions or relationships. |
| <input type="checkbox"/> | <input type="checkbox"/> | 16t. | Names and addresses of each person who has a power-of-attorney to act on behalf of the Company and copies of such powers of attorney.   |
| <input type="checkbox"/> | <input type="checkbox"/> | 16u. | Acquisition documents, including all agreements relating to the acquisition of the stock or assets of the Company or any of its subsidiaries or businesses including all exhibits, schedules and related documents.   |
| <input type="checkbox"/> | <input type="checkbox"/> | 16v. | Description of all product recalls or enhancements.   |
| <input type="checkbox"/> | <input type="checkbox"/> | 16w. | Copies of or access to quality assurance system and related documentation.  |
| <input type="checkbox"/> | <input type="checkbox"/> | 16x. | Other material documents or information which, in your judgment, 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.  |
| <input type="checkbox"/> | <input type="checkbox"/> | 16y. | Description of any facts and/or circumstances which may give rise to the cancellation or termination of or claim for damages or loss under any of the agreements, arrangements, or understandings referred to herein.   |
| <input type="checkbox"/> | <input type="checkbox"/> | 16z. | Any other contract of significance to the business.   |

If any item above is not provided, please explain why (e.g., inapplicable, unavailable, etc.):

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**17. FOREIGN OPERATIONS:**

- 17a. List of foreign countries where the Company is doing business.
- 17b. List of foreign countries in which qualified to do business.

If any item above is not provided, please explain why (e.g., inapplicable, unavailable, etc.):

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**18. GOVERNMENTAL REGULATIONS AND FILINGS:**

- 18a. Reports filed and significant correspondence with any state or federal agencies, including all filings made pursuant to the 1933 Act and the 1934 Act.
- 18b. Summary of all OSHA inquiries.
- 18c. Summary of all EPA, EEO (etc.) inquiries. Any environmental hazard audits or reports.
- 18d. List of export licenses.
- 18e. Copy of Federal, State, local and foreign income and franchise tax returns for last three fiscal years and their status, i.e., have all returns been filed? All taxes been paid? Any audits by taxing authorities?

If so, provide copies of relevant portions of income tax audit reports, statements of deficiencies, closing or other agreements received by the Company or the consolidated group or by any Company on behalf of the group.

- 18f. Permits for conduct of business, including licenses, franchises, concessions and distributorship agreements.

If any item above is not provided, please explain why (e.g., inapplicable, unavailable, etc.):

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**19. TAX MATTERS:**

- 19a. Tax returns for the last three years for Federal, State and local income and sales taxes for the Company and any subsidiaries.
- 19b. All agreements, consents, elections, and waivers filed or made with the IRS or other taxing authorities.
- 19c. Information with respect to any Internal Revenue Service audit or examination of the Company's returns and the results of each audit or examination.
- 19d. Description of any corporate net operating or capital losses or credits that may be carried forward.
- 19e. Names of any persons holding tax or other powers of attorney executed by the Company and the purposes for which those powers were given.
- 19f. List of all pending or threatened disputes with regard to tax matters involving the Company and any subsidiaries.
- 19g. Any tax-indemnification, tax-sharing, or tax-allocation agreements involving the company.

If any item above is not provided, please explain why (e.g., inapplicable, unavailable, etc.):

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**20. MISCELLANEOUS:**

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|--------------------------|--------------------------|---|
| <input type="checkbox"/> | <input type="checkbox"/> | 20a. Recent analyses of the Company or its industry prepared by investment bankers, engineers, management consultants, accountants or others, including marketing studies, credit reports and other types of reports, financial or otherwise.   |
| <input type="checkbox"/> | <input type="checkbox"/> | 20b. Backup numerical data for Management's Discussion and Analysis in any prospectus, investment document or SEC filing.   |
| <input type="checkbox"/> | <input type="checkbox"/> | 20c. Any other documents or information which, in your judgment, 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 to prospective investors. |
| <input type="checkbox"/> | <input type="checkbox"/> | 20d. List of tax basis in assets, current and accumulated tax basis earnings and profits, tax carryovers, excess loss accounts, tax elections made by the consolidated group affecting the Company and deferred intercompany transactions.  |

If any item above is not provided, please explain why (e.g., inapplicable, unavailable, etc.):

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**In addition to the information listed above, please provide copies of all other documents or descriptions of all other facts or things that are important to an understanding of the Company, its products or the industry in which it operates.**