

**THE LEBRECHT GROUP, APLC**  
**CHECKLIST OF DOCUMENTS TO BE EXAMINED IN**  
**CONNECTION WITH NEW ENGAGEMENT**

<u>Included</u>	<u>Not Applicable</u>	<u>Documents to Be Examined</u>
ÿ	ÿ	<b>(1) Charter</b> – The Certificate of Incorporation (including the terms of any preferred stock), as amended to date, of the parent company (the “Company”) and of each domestic or foreign corporation in which the Company owns an equity interest of 10% of more (the Company and such corporations are collectively referred to as the “Companies”).
ÿ	ÿ	<b>(2) By-Laws</b> – the By-Laws, as amended to date, of the Companies.
ÿ	ÿ	<b>(3) Form of Securities</b> – Specimen of all securities of each of the Companies presently outstanding (including options, warrants, and other rights) and the number of shares, units, or principal amount thereof outstanding as of a recent date.
ÿ	ÿ	<b>(4) Stockholder List</b> – The stockholders list of each of the Companies as of a recent date, indicating the class and number of shares held by each stockholder and, regarding the Company, the state or jurisdiction of residence of the stockholder.
ÿ	ÿ	<b>(5) Qualifications</b> – A list indicating, as to each of the Companies, each state or jurisdiction in which it is qualified to do business, conducts business, or owns, leases, or licenses real property (if not obtained as a representation in the acquisition agreement).
ÿ	ÿ	<b>(6) Proxy Statements and Annual Reports</b> – Each proxy statement, annual report to stockholders, and other communication from any of the Companies to its stockholders during the last three years.

<u>Included</u>	<u>Not Applicable</u>	<u>Documents to Be Examined</u>
ÿ	ÿ	<b>(7) Registration Statement</b> – Each registration statement and prospectus filed by any of the Companies with the Securities and Exchange Commission, together with each exhibit thereto not otherwise furnished here under.
ÿ	ÿ	<b>(8) Periodic Reports</b> - Each report (such as Forms 8-K, 10-Q, and 10-K) filed by any of the Companies during the last three years with the Securities and Exchange Commission.
ÿ	ÿ	<b>(9) SEC Correspondence</b> – All correspondence between the Securities and Exchange Commission and any of the Companies during the last three years.
ÿ	ÿ	<b>(10) Hart-Scott Rodino Filings</b> – Filings under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 by any of the Companies, including any filing relating to the proposed transaction.
ÿ	ÿ	<b>(11) Schedules 13D, 13G, and 14d-1</b> – Schedules 13D, 13G, and 14D-1 filed by any of the Companies with respect to the securities of other issuers.
ÿ	ÿ	<b>(12) Governmental Reports</b> – Each report of other document filed by any of the Companies with a federal, state, or local governmental authority during the last three years.
ÿ	ÿ	<b>(13) Governmental Correspondence</b> – Each letter between any of the Companies and a federal, state, or local governmental authority during the last three years.
ÿ	ÿ	<b>(14) Listing Applications</b> – Each listing application to a national securities exchange filed by any of the Companies during the last three years.
ÿ	ÿ	<b>(15) Schedules 13D, 13G, 14D-1, and 14D-9</b> – Schedules 13D, 13G, 14D-1, and 14D-9 filed with respect to the securities of any of the Companies.

<u>Included</u>	<u>Not Applicable</u>	<u>Documents to Be Examined</u>
ÿ	ÿ	<b>(16) Press Releases</b> – Press releases promulgated by any of the Companies in the last three years.
ÿ	ÿ	<b>(17) Minutes</b> – Minutes of all meetings of stockholders, directors, and committees of directors of each of the Companies.
ÿ	ÿ	<b>(18) List of Managements</b> – A list showing each director and officer of each of the Companies as of a recent date.
ÿ	ÿ	<b>(19) Forms 3, 4 and 5</b> – Forms 3, 4, and 5 filed during the last three years with respect to the securities of any of the Companies by any director, officer, or 10 percent security holder of any of the Companies.
ÿ	ÿ	<b>(20) Audited Financial Statements</b> – Audited statements of income, balance sheets, statements of capital surplus, and statements of changes in financial position and notes thereto of each of the Companies covering their respective last three fiscal years.
ÿ	ÿ	<b>(21) Unaudited Financial Statements</b> – Unaudited statement of income, balance sheet, statement of capital surplus, and statement of changes in financial position and notes thereto of each of the Companies covering their respective periods since the end of their respective last fiscal year.
ÿ	ÿ	<b>(22) Financial Reports</b> – All reports or memoranda relating to broad aspects of the financial condition, results of operations, business, properties, assets, liabilities, or future prospects of any of the Companies made within the last three years. All written financial plans, budgets, projections, market studies, feasibility studies, and similar material prepared by or for any of the Companies during the last three years. All management financial reports submitted to the directors or a committee of directors of any of the Companies during the last three years.

<u>Included</u>	<u>Not Applicable</u>	<u>Documents to Be Examined</u>
ÿ	ÿ	<b>(23) Tax Returns</b> – Each federal, state, and local tax return, taxing authority report or assessment, and related material sent, filed, or received by any of the Companies regarding any fiscal year not barred by the applicable statute of limitations and the three fiscal years prior thereto.
ÿ	ÿ	<p><b>(24) Acquisition Agreements</b>- Each document evidencing the terms and conditions of any merger, acquisition, reorganization, or other major event of the Company.</p> <p><b>(25) Other Agreements</b>- Each agreement, instrument, or document evidencing or otherwise containing the terms and conditions of any material right or obligation of any of the Companies, including any of the following to which any of the Companies is a party:</p>
ÿ	ÿ	<b>(26) Patent Litigation</b> – A description (together with any pleadings) in each pending or threatened patent or trademark infringement action and each interference or opposition proceeding to which any of the Companies is or may be a party, and a copy of each notice of patent or trademark infringement sent to or received by any of the Companies.
ÿ	ÿ	<b>(27) Prior Litigation</b> – A description (together with any judgment, decree, or order of a court or regulatory body and any settlement of any kind) of all prior litigation or investigations by which any of the Companies or any of their respective operations or assets continue to or may be affected.
ÿ	ÿ	<b>(28) Pending Litigation and Claims</b> - A description (together with any pleadings) of all other pending or threatened litigation or arbitration to which any of the companies is or may be a party or by which they or their respective businesses, properties, or assets are or may be bound. .

<u>Included</u>	<u>Not Applicable</u>	<u>Documents to Be Examined</u>
ÿ	ÿ	<b>(29) Letters to Accountants</b> – Letters from attorneys for any of the Companies sent to the Companies’ independent certified public accountants in the last three years.
ÿ	ÿ	<b>(30) Representation Letter</b> – Representation letters from any of the Companies submitted to the Companies’ independent certified public accountants in the last three years.
ÿ	ÿ	<b>(31) Letters From Accountants</b> – Letters from any of the Companies’ independent certified public accountants to the directors or a committee of directors or to the management of any of the Companies in the last three years. From the auditor’s workpapers, the “Memorandum to the Attention of the Partner” (or comparable memorandum) from the partner’s subordinates relating to the audit of any of the Companies in the last three years.
ÿ	ÿ	<b>(32) Private Placements</b> – All private placement memoranda, subscription agreements, and other documents related to a private placement by any of the Companies.
ÿ	ÿ	<b>(33) Competitors</b> – A list of the major competitors of any of the Companies..
ÿ	ÿ	<b>(34) Other Matters</b> – A list indicating any other agreement, instrument, document, or information relating to any of the Companies as to which there is a substantial likelihood that a reasonable investor would consider important or which should be considered or reviewed in connection with the preparation of the acquisition agreement.

I declare, under penalty of perjury under the laws of the State of California, that the foregoing is true, complete and accurate as of this \_\_\_\_th day of \_\_\_\_\_, 20\_\_.

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Company Name

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Signature

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Name and Title