

CHECKLIST OF DOCUMENTS TO BE EXAMINED IN CONNECTION WITH REGISTRATION STATEMENT

<u>Included</u>	<u>Not Applicable</u>	<u>Documents to Be Examined</u>
ÿ	ÿ	(1) Charter – 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	(2) By-Laws – the By-Laws, as amended to date, of the Companies.
ÿ	ÿ	(3) Form of Securities – 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	(4) Stockholder List – 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	(5) Qualifications – 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	(6) Proxy Statements and Annual Reports – Each proxy statement, annual report to stockholders, and other communication from any of the Companies to its stockholders during the last five years.

<u>Included</u>	<u>Not Applicable</u>	<u>Documents to Be Examined</u>
ÿ	ÿ	(7) Registration Statement – 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	(8) Periodic Reports - Each report (such as Forms 8-K, 10-Q, and 10-K) filed by any of the Companies during the last five years with the Securities and Exchange Commission.
ÿ	ÿ	(9) SEC Correspondence – All correspondence between the Securities and Exchange Commission and any of the Companies during the last five years.
ÿ	ÿ	(10) Hart-Scott Rodino Filings – 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	(11) Schedules 13D, 13G, and 14d-1 – Schedules 13D, 13G, and 14D-1 filed by any of the Companies with respect to the securities of other issuers.
ÿ	ÿ	(12) Governmental Reports – Each report of other document filed by any of the Companies with a federal, state, or local governmental authority during the last five years.
ÿ	ÿ	(13) Governmental Correspondence – Each letter between any of the Companies and a federal, state, or local governmental authority during the last five years.
ÿ	ÿ	(14) Listing Applications – Each listing application to a national securities exchange filed by any of the Companies during the last five years.
ÿ	ÿ	(15) Schedules 13D, 13G, 14D-1, and 14D-9 – 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	(16) Press Releases – Press releases promulgated by any of the Companies in the last five years.
ÿ	ÿ	(17) Minutes – Minutes of all meetings of stockholders, directors, and committees of directors of each of the Companies.
ÿ	ÿ	(18) List of Managements – A list showing each director and officer of each of the Companies as of a recent date.
ÿ	ÿ	(19) Forms 3, 4 and 5 – Forms 3, 4, and 5 filed during the last five 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	(20) Audited Financial Statements – 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 five fiscal years.
ÿ	ÿ	(21) Unaudited Financial Statements – 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	(22) Financial Reports – 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 five 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 five years. All management financial reports submitted to the directors or a committee of directors of any of the Companies during the last five years.

Included Not Applicable Documents to Be Examined

ÿ ÿ **(23) Tax Returns** – 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 **(24) Acquisition Agreements**- Each document evidencing the terms and conditions of any merger, acquisition, reorganization, or other major event of the Company.

(25) Other Agreements- 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:

(a) Monetary documents :

ÿ ÿ (i) (Bank credit, factoring, and loan agreements, indentures, promissory notes, and other documents representing indebtedness for money borrowed (with a particular view to determining if the negative covenants will be met and whether the lender’s consent is necessary).

ÿ ÿ (ii) indenture, promissory note, or other documents representing indebtedness for money borrowed, whether or not the debt is presently outstanding.

ÿ ÿ (iii) Letters of credit.

(b) Conduct of business documents:

ÿ ÿ (i) Customer and other sales contracts.

ÿ ÿ (ii) Printed price lists

Included **Not Applicable** **Documents to Be Examined**

ÿ	ÿ	(iii) Forms on which quotations for products are made.
ÿ	ÿ	(iv) Distribution agreements.
ÿ	ÿ	(v) Sales representative, agent, and dealer agreements.
ÿ	ÿ	(vi) Salesmen commission agreements for employees of any of the Companies.
ÿ	ÿ	(vii) Forms of express product or service warranties.
ÿ	ÿ	(viii) Supplier and other purchase contracts.
ÿ	ÿ	(ix) Defense contracts.
ÿ	ÿ	(x) Warranty agreements.
ÿ	ÿ	(xi) Brokerage agreements.
ÿ	ÿ	(xii) Independent contractor agreements.
ÿ	ÿ	(xiii) Security arrangements in connection with defense business.
ÿ	ÿ	(xiv) Agreements for the processing or finishing of goods.
ÿ	ÿ	(xv) Advertising, construction, warehousing, engineering, designing, styling, and major utility contracts.

Included **Not Applicable** **Documents to Be Examined**

(c) **Employee and employee benefit documents :**

ÿ	ÿ	(i)	Employment, management, advisory, or consulting contracts.
ÿ	ÿ	(ii)	Each form of employee invention and patent assignment.
ÿ	ÿ	(iii)	Union contracts and collective bargaining agreements.
ÿ	ÿ	(iv)	Stock option and stock purchase plans* and agreements.
ÿ	ÿ	(v)	Pension and retirement plans* and agreements.
ÿ	ÿ	(vi)	Profit sharing plans* and agreements.
ÿ	ÿ	(vii)	Group Insurance plan.
ÿ	ÿ	(viii)	Executive incentive compensation plans* and agreements.
ÿ	ÿ	(ix)	Welfare plans.
ÿ	ÿ	(x)	Termination agreements.
ÿ	ÿ	(xi)	Deferred compensation agreements.
ÿ	ÿ	(xii)	Bonus plans* and agreements.
ÿ	ÿ	(xiii)	Death benefit plans* and agreements.
ÿ	ÿ	(xiv)	Restricted stock agreements.

Included Not Applicable Documents to Be Examined

- | | | |
|---|---|---|
| ÿ | ÿ | (xv) Actuarial reports and other documents from actuaries relating to any of the above plans or agreements rendered in the last five years. |
| ÿ | ÿ | (xvi) Internal Revenue Service determination letters with respect to each pension and retirement plan. |
| ÿ | ÿ | (xvii) Form 5500s filed with respect to each pension and retirement plan. |

(d) Documents relating to intangibles:

- | | | |
|---|---|--|
| ÿ | ÿ | (i) Trademark registrations and licenses |
| ÿ | ÿ | (ii) Patents and patent licenses. |
| ÿ | ÿ | (iii) Copyright registrations, assignments, and licenses |
| ÿ | ÿ | (iv) Know-how and technical assistance licenses. |
| ÿ | ÿ | (v) Security agreements, with employees and with other companies, with respect to proprietary information. |
| ÿ | ÿ | (vi) Other types of licenses. |

Included **Not Applicable** **Documents to Be Examined**

(e) **Other documents :**

ÿ	ÿ	(i) Deeds.
ÿ	ÿ	(ii) All documents purporting to create liens, mortgages, security interests, pledges, charges, or other encumbrances on real or personal property (with particular emphasis on the effect of after-acquired property clauses).
ÿ	ÿ	(iii) Franchises.
ÿ	ÿ	(iv) Government contracts, permits, and franchises.
ÿ	ÿ	(v) Partnership agreements and joint venture agreements.
ÿ	ÿ	(vi) Fiduciary and agency agreements
ÿ	ÿ	(vii) Outstanding powers of attorney and letters of authorization regarding the signing of bids, purchase orders, or contracts.
ÿ	ÿ	(viii) Agreements with finders and brokers.
ÿ	ÿ	(ix) Insurance policies.
ÿ	ÿ	(x) Stockholders' agreements and voting trust agreements.
ÿ	ÿ	(xi) Leases (with particular emphasis on the need to secure the lessor's content).
ÿ	ÿ	(xii) Guarantees or undertakings.

Included **Not Applicable** **Documents to Be Examined**

- | | | |
|---|---|--|
| ÿ | ÿ | (xiii) Noncompetition agreements in which any of the Companies agrees not to compete against others or in which third parties agree not to compete with any of the Companies. |
| ÿ | ÿ | (xiv) Documents relating to customer or user organizations or trade associations. |
| ÿ | ÿ | (xv) Contracts between any of the Companies and either its directors, officers, employees, or stockholders, any of their respective relatives or affiliates, or any other corporation or enterprise in which any such director, officer, employee, stockholder, relative, or affiliate then had or now had a 5 per cent or greater equity or voting or other substantial interest. |
| ÿ | ÿ | (xvi) Rights of way. |
| ÿ | ÿ | (xvii) Documents relating to bank accounts, escrows, and safe deposit boxes, and person authorized to draw thereon or have access thereto. |
| ÿ | ÿ | (xviii) Agreements restricting the ability of any of the Companies to engage in or expand any present or prospective line of business. |

Included **Not Applicable** **Documents to Be Examined**

ÿ

ÿ

- (f) **Defaults** – A list describing any agreement, instrument, or document binding on any of the Companies under which a default has occurred or is claimed to have occurred, setting forth the nature of the default, the name of the party in default, the monetary amount claimed, and the current status.

*Include any related trust agreements, employee descriptive material, and letters applying for and granting Internal Revenue Service approval.

Also check any unfunded costs in light of ERISA and any required approval of Department of Labor for pension, retirement, and profit sharing plans.

*Include any related trust agreements, employee descriptive material, and letters applying for and granting Internal Revenue Service approval. Also check any funded costs in light of ERISA and any required approval of Department of Labor for pension, retirement, and profit sharing plans.

ÿ

ÿ

- (26) Oral Contracts**- A description of all oral contacts, agreements, and commitments in which any of the Companies has a material right or obligation.

ÿ

ÿ

- (27) Other Matters**- In addition to the above, consider, with respect to each of the Companies, preliminary reviews of
- (a) Stock books- Stock books and ledgers as to those Companies which are not publicly held.
 - (b) Affiliates – Stock ownership in affiliates.
 - (c) Titles – Real estate titles.
 - (d) Liens – Recorded liens and encumbrances.
 - (e) Reports – Reports or memoranda relating to broad aspects of the financial condition, results of operations, business, properties, assets, liabilities, or future prospects made within the last five years.

Included Not Applicable Documents to Be Examined

- (f) Appraisals – Reports, opinions, or appraisals of any property or asset made in the last ten years.
- (g) Zoning- Zoning and building code restrictions in areas where real property is located.
- (h) Old tax returns – Tax returns for tax years which are closed.
- (i) Security clearances – What security clearances will be necessary to review the Companies’ defense contracts?

ÿ ÿ **(28) Patent Litigation** – 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 **(29) Prior Litigation** – 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 **(30) Pending Litigation and Claims** - 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. .

ÿ ÿ **(31) Letters to Accountants** – Letters from attorneys for any of the Companies sent to the Companies’ independent certified public accountants in the last five years.

ÿ ÿ **(32) Representation Letter** – Representation letters from any of the Companies submitted to the Companies’ independent certified public accountants in the last five years.

<u>Included</u>	<u>Not Applicable</u>	<u>Documents to Be Examined</u>
ÿ	ÿ	(33) Letters From Accountants – 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 five 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 five years.
ÿ	ÿ	(34) EPA – Files relating to matters before the Environmental Protection Agency or comparable state or local agencies 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..
ÿ	ÿ	(35) OSHA – Files relating to matters regarding the Occupational Safety and Health Act or comparable state or local agencies 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.
ÿ	ÿ	(36) Private Placements – All private placement memoranda, subscription agreements, and other documents related to a private placement by any of the Companies.
ÿ	ÿ	(37) Competitors – A list of the major competitors of any of the Companies..
ÿ	ÿ	(38) Other Matters – 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.

