

**LEGAL DUE DILIGENCE
DOCUMENT AND INFORMATION REQUEST**

**For the proposed transaction between
[Buyer] and [Target / Seller]**

[Date], 202_

SAMPLE

[Target / Seller]

Document and Information Request

In connection with the due diligence review by [Buyer] relating to the possible acquisition of the North American [Specific Type] business (the “Business”) of [Target / Seller] (the “Company”), we would like to examine certain documents.

Please review all requests and proposed responses with counsel. In addition, please advise us if you believe any requests are inapplicable, immaterial or irrelevant. In the course of conducting due diligence, matters may come to our attention that will require examination of documents and other information not included in this list.

Any reference to the “Company” shall be deemed to include any of the subsidiaries, companies, partnerships and other entities in which the Company, directly or indirectly, owns an interest that relates to the Business.

Please provide the following documents and information:

I. Organizational Documents

- A. Complete corporate organizational charts for the Business.
- B. Certificate of incorporation and bylaws (or similar organizational documents) and all amendments thereto for the Company.
- C. All other documents with respect to any partnership, limited liability company or joint venture arrangements of the Company, including partnership, shareholder, limited liability company or joint venture agreements and all other documents necessary or appropriate under applicable state law to determine the due organization, qualification or good standing of each such partnership, limited liability company or joint venture.
- D. Copies of minutes of all meetings of the Board of Directors (including all of its committees) and all shareholders’ meetings of the Company for the last five years.
- E. All names under which the Company or any predecessor thereof has conducted business in the past.
- F. All pending agreements (or agreements in principle) relating to acquisitions or significant purchases or sales of assets involving the Business.
- G. All agreements, contracts or commitments that prohibit or restrict the sale, transfer or disposition of any assets of the Company to be sold, transferred or otherwise disposed of in the contemplated transaction.

II. Capitalization and Shareholders

- A. List of all equity holders of the Company, listing their names and addresses, the number and type of securities owned, and disclosing the status of ownership of each (e.g., joint, in trust, minor).

- B. List of all holders of any options or rights to purchase any securities of the Company (including warrants), giving name, number of options held, option prices, date(s) of grant, expiration dates, position in the Company and number of securities owned (excluding those subject to option).

III. Real and Personal Property

- A. Schedule of all real property owned by the Company and used in the Business, together with available deeds, title abstracts and insurance, appraisals and tax records related thereto.
- B. Schedule of all real property leased by the Company and used in the Business, together with available certificates of occupancy, leasehold improvements, assignability and defaults or breaches.
- C. All documents relating to real estate mortgages, chattel mortgages, easements, other existing liens, mortgages and financing statements associated with such real property.
- D. List of any claims filed under insurance policies covering any or all owned property used in the Business, including a brief summary of the claim and value of settlement or judgment (or applicable outstanding reserves).
- E. Schedule identifying and describing all material latent or patent defects with regard to structure, soil, fixtures, plumbing, electrical, mechanical or other systems of any and all of the material physical facilities and real estate owned or leased by the Company and used in the Business.
- F. Inventory of all material fixed assets, machinery and equipment used in the Business and owned or leased by the Company, including through installment contracts and service agreements, giving for each such material asset or group of assets cost, depreciation reserve, method of depreciation, insured value, estimated remaining useful life, condition suitability for use and (if available) appraised value.
- G. List of assets which are automobiles, trucks and other registered equipment owned, leased or used by the Company, giving a brief description of equipment and lease provisions (if any), year made, state of registration, registration number, cost, estimated remaining useful life and insured value.
- H. Schedule of future maintenance on equipment used in the Business, including scheduled checks and deferred items.
- I. Schedule of intangibles and goodwill related to the Business, including amortization schedules.

IV. Intellectual Property

- A. Patents
 - 1. List of all patents (U.S. and foreign) used by the Company in the Business. For each patent, indicate whether it is owned by the Company or a third party and

indicate the name of its owner. Include copies of all assignment documents showing transfer of any ownership interest in such patents.

2. List and copies of all files relating to any pending patent applications (U.S. and foreign) related to the Business, including copies of correspondence with the respective Patent Office and the patent attorney and/or agent, together with all due dates for responses or other actions.
3. List and description of any joint inventions between the Company and an affiliate of the Company or between the Company and a third party, including any present or former officer, director, employee or agent of the Company, in each case to the extent related to the Business.
4. List of all known or suspected infringements of owned patents and list of all notifications or threats by third parties based on any alleged infringements by the Company of third party patents, in each case to the extent related to the Business.
5. List and copies of any letters from third parties that notify the Company of the existence of issued patents or soon-to-be issued patents owned by any third parties, in each case to the extent related to the Business.
6. List of any litigation or contested matter that involves any owned patent, in each case to the extent related to the Business.
7. List of all patent license agreements to which the Company is a party and which is related to the Business, and identify which of such agreements require the payment of a royalty and the amount of such royalty.

B. Trademarks and Internet Domains

1. List of all trademarks, service marks and trade names (including any fictitious or assumed name filings therefor) owned or used by the Company showing the registration number, date of registration, registrant, and a copy of the Certificate of Registration, if any, in each case to the extent related to the Business.
2. List of all steps the Company has taken to protect the names and marks identified in Section IV.B.1 above, including, specifically i) a list and description of all Federal registrations, ii) a list and description of all State registrations, iii) a list and description of all foreign trademark registrations, and iv) if federal, state or foreign registrations exist, copies of such registrations.
3. All information relating to actions the Company has taken to enforce its trademark rights for those trademarks identified in Section IV.B.1 above, and schedule of all known or suspected infringements as well as all notifications or threats by third parties related to any alleged infringements of third party's trademarks by the Company. List of any litigation or contested matter involving any trademark or trade name owned or used by the Company, in each case to the extent related to the Business.
4. List of all internet domain names owned or utilized by the Company in connection with the Business and schedule of any claims or threats made by third

parties with respect to such domain names or with respect to the domain names of any third party.

C. Copyrights

1. List of all copyright registrations (U.S. and foreign) used in the Business.
2. List of all written materials, such as computer programs, or other works protected by the copyright laws that are used by the Company and that have been created or authored in whole or in part by consultants, contractors, including any “employees” who have been hired by the Company on an independent contractor basis, or any other third party and for all such materials identify the basis for the Company’s right to use the materials, in each case to the extent related to the Business.
3. List of all known or suspected infringements of copyrights of the Company, in each case to the extent related to the Business.
4. List of all notifications or threats by third parties related to any alleged infringements of third party copyrights by the Company, in each case to the extent related to the Business.

D. Trade Secrets/Confidential and Proprietary Information

1. List and general description of important or material trade secrets/confidential and proprietary information of the Company (e.g., source code for computer software, etc.), in each case to the extent related to the Business.
2. List and description of the steps taken to obtain ownership of and to protect the items described in Section IV.D.1 above.
3. List and description of all known or suspected disclosures of the items described in Section IV.D.1 above.
4. List of all agreements with third parties containing confidentiality restrictions relating to the items described in Section IV.D.1 above or relating to trade secrets/confidential and proprietary information provided to the Company by any third party.
5. List and description of all notifications or threats by third parties related to any alleged misappropriation or disclosure of any trade secrets and/or confidential and proprietary information by the Company, in each case to the extent related to the Business.

E. Software

1. List of all software used by the Company in the Business, including its location and whether such software is owned by or licensed to the Company.
2. List and description of the instances in which source code relating to owned software programs has been disclosed to third persons, and copies of any