



MUTUAL CAPITAL ALLIANCE, INC. DUE-DILIGENCE REQUEST SCHEDULES

Please use this list as you contemplate what to insert into your electronic data room.

In order to make your sale transaction go as smoothly as possible, it is important to have a “well-stocked” electronic data room. There are many software packages that you can use to make this easy.

All information and documentation requested in a typical due diligence request schedule, should be read as a request for all such information and related documents for each such affiliate, subsidiary, joint venture or other related entity to the extent applicable. In your data room, it is important to clearly indicate the corporation - or other related entity - to which your responses relate.

Please note that this is not an exhaustive list. Each industry may have its own unique documentation, and all of that would need to be added as well.

Corporate Organization, Authority and Qualification	Schedule A
Capital Stock and Shareholder Matters	Schedule B
Subsidiaries, Joint Ventures and other Investments	Schedule C
Contracts and Commitments	Schedule D
Regulatory Matters	Schedule E
Assets	Schedule F
Intellectual Property	Schedule G
Information Systems	Schedule H
Litigation	Schedule I
Insurance	Schedule J
Director, Officer and Employee Matters	Schedule K
Labor Matters	Schedule L
Employee Benefit Matters	Schedule M
Environmental and Employee Health and Safety	Schedule N
Corporate Promotional and Other Information	Schedule O
Warranty Matters	Schedule P
Internet Matters	Schedule Q
Tax Matters	Schedule R

Schedule A
Corporate Organization, Authority and Qualification

- I. Basic Corporate Information.
 - A. Articles of Incorporation as amended to date.
 - B. By-laws as amended to date.
 - C. Minute Books of the Company, including unanimous consents and minutes of any meetings of the Shareholders, Board of Directors or any committees of the Board of Directors.
 - D. Directors' and officers' indemnification agreements, directors' and officers' liability insurance policies.
 - E. Directors' compensation programs, charitable giving programs.

- II. Jurisdictional Matters.
 - A. List of states in which the Company is doing business and is qualified to do business, together with evidence thereof.
 - B. List of location of all assets of the Company.

Schedule B
Capital Stock and Shareholder Matters

- I. Capital Stock.
 - A. Common stock journal/ledger.
 - B. Shareholder list.
 - C. Stock certificates, including canceled stock certificates.

- II. Shareholder Matters.
 - A. Shareholder agreements.
 - B. Voting trust agreements.
 - C. Registration rights agreements.
 - D. Performance stock option plan and agreements together with any other equity-based compensation arrangements.
 - E. Stock purchase agreements.
 - F. Voting trust agreements.

Schedule C
Subsidiaries, Joint Ventures and other Investments

- I. List of all subsidiaries, joint ventures and other investments. Provide copies of all organizational documentation (as described in Schedule A) related thereto.

Schedule D
Contracts and Commitments

- I. All contracts or commitments with suppliers exceeding \$10,000.
- II. All contracts or commitments with customers exceeding \$10,000.
- III. Copies of all long-term agreements that cannot be terminated by the Company within six (6) months.
- IV. Leases.
- V. Distributorship and sales representative contracts.
- VI. Construction agreements.
- VII. Standard forms.
- VIII. Financial documents.
 - A. Letters of credit.
 - B. Promissory notes.
 - C. Loan agreements.
- IX. Consulting agreements.
- X. Letters of understanding.
- XI. Confidentiality agreements.
- XII. Non-disclosure agreements.
- XIII. Non-compete agreements.
- XIV. Independent agent agreements.
- XV. Acquisition and disposition agreements dated within the previous five (5) years.
- XVI. Indemnification agreements.
- XVII. Any other contract, commitment or obligation not entered into in the ordinary course of business of the Company, or between the Company and any officer, director, shareholder or management employee that is not an employment agreement.

Schedule E
Regulatory Matters

- I. To the extent the commercial activities of the Company consist of activities other than _____ and related activities, please describe those activities.
- II. Set forth a list of facilities owned or under the control of the Company in connection with its business and related activities or indicate that the Company neither owns nor controls any such facilities.
- III. List below all authorizations, tariffs, licenses or permits held by the Company from any U.S. federal agency or governmental authority, or any foreign agency or governmental authority, and attach copies of each application and each such authorization, tariff, license or permit issued to the Company by such agencies or authorities.
- IV. List below all authorizations, licenses or permits held by the Company from any state agency for each state in which the Company conducts its business and related activities, or proposes to do the foregoing prior to the end of 2000, and attach copies of each such application and each such authorization, license or permit issued to the Company by any state agency or governmental authority.
- V. List below any regulatory order to which the Company is a party, any complaints, show cause orders or cease and desist orders or proceedings in effect or pending against the Company and attach copies of the documentation associated therewith.
- VI. List of all U.S. or foreign governmental approvals, authorizations or licenses required in the conduct of the Company's business or for the transfer of the Company's capital stock or assets.

Schedule F
Assets

I. Real Estate.

- A. With respect to all real property owned by the Company, copies of all deeds, title reports, title insurance policies, surveys, appraisals, title abstracts, title histories, plant maps, legal descriptions, use permits and other documents relating to ownership and use of real property and facilities (including zoning permits, variances, etc.).
- B. With respect to all real property leased by the Company, copies of all leases, surveys, appraisals, plant maps, legal descriptions, use permits and other documents relating to the use of real property and facilities (including zoning permits, variances, etc.). To the extent on hand, please include title reports, title insurance policies, title abstracts, title histories related to leased real property.
- C. Information with respect to encumbrances, liens, easements, compliance with laws, notices of violations with respect to all real property utilized in the business.

II. Personal Property.

- A. A schedule (or computer listing) of all tangible properties and assets owned by the Company.
- B. A schedule of all tangible properties and assets leased to the Company.
- C. All documents relating to contracts to sell or lease, licenses, permits to use, liens, charges, encumbrances, conditional sales or other security interests.

Schedule G
Intellectual Property

- I. List all patents, patent applications and docketed inventions by date and germane case or docket number and country of origin.
- II. List, by date and germane case or docket number and country of origin, all trademarks, service marks, trade names and copyrights, and information with respect to the registration thereof or application, and other documents pertaining to intellectual property, including any state or foreign filings or registrations.
- III. Copies of all foreign counterpart filings.
- IV. Briefly identify all material inventions, know-how and trade secrets utilized in the business not included in I and II above.
- V. Copies of all assignments and transfers and relevant portions of all agreements pursuant to which intellectual property to be transferred came to be owned by the transferor.
- VI. Copies of all license and licensing agreements for each patent, patent application, invention, trade-secret, rights to know-how, processes, computer programs, use of technology, trademarks, service marks, trade names or copyrights of the Company.
- VII. Description of all claims against the Company that any of its operations, activities, business or publications infringe the patents, trademarks, trade names, copyrights or other intellectual property rights of others, or that the Company is illegally using the trade secrets or other property rights of others.
- VIII. Copies of all employee invention, non-disclosure or non-use agreements.
- IX. Software.
 - A. Does the Company own all of the software utilized in its business other than “off the shelf” packages such as Excel, Word, etc.? If not, please list all other software utilized and provide copies of all licenses and agreements pertaining thereto.
 - B. Please describe and provide documentation for all software developed by the Company and provide copies of all agreements under which the software was developed, including evidence that the ownership rights of the individual developers in such software has been transferred to the Company.
 - C. Does any third party, including customers of the Company, have any proprietary or other legal interest in the software developed by the Company? If so, please describe all such third-party rights and provide copies of all agreements pertaining thereto.
 - D. Please describe the language, platforms (operating systems and hardware) for each software application developed by the Company, including versions of the tools used to develop each such software application.
 - E. Please provide a list of all known bugs in or fixes needed to be made in respect of all software developed by or for the Company.
 - F. Does the Company have any software currently under development? If so, please describe the percentage of completion, feature set, development plan and level of effort needed to complete for each.

- G. Please provide copies of all third-party Reseller Agreements to which the Company is a party.
- H. Please identify the current installed base of paying customers using the Company's software, the current users paying for support of such software, and current trial-users of such software (please include acceptance criteria for the customer's purchase of such software and the Company's estimate of the likelihood that each such trial-user will purchase the software).
- I. Please describe the Company's current pipeline for software sales, the number of potential new licenses in such pipeline and the anticipated support revenue in respect thereof.
- J. Please indicate the average number of users per customer.
- K. Please describe the typical discounts or other consideration offered to customers to induce purchases of the Company's software.
- L. Please provide a complete customer and prospect list.
- M. Please describe all outstanding proposals to potential customers.
- N. Please describe the Company's revenue recognition policy as it relates to software sales and support contracts.

Schedule H
Information Systems

- I. Specify the information system hardware platforms and software programs utilized by the Company in respect to financial, purchasing, sales, administrative and other functions.

- II. Specify any outside technical, accounting or legal consultants or service providers engaged or consulted regarding the Companies information systems and provide copies of all correspondence, agreements, reports and other communications with such persons.

Schedule I Litigation

Note: Schedule P requests information relating to product warranty claims, i.e. claims involving refunds, repairs or replacements of products not involving litigation or threatened litigation. Warranty claims involving pending or threatened litigation, whether or not also involving injury to persons or damage to property should be included in response to this Schedule I. Other warranty claim information may be omitted in responding to this Schedule I to the extent it is included in Schedule P.

- I. Documents relating to all litigation or other proceedings pending against or relating to the Company, its properties or business during the last three years. Include (a) actions brought by or on behalf of the Company, (b) actions pending against or brought by the Company's directors, officers or employees in respect of the Company or for which indemnification is sought from the Company, (c) matters that are covered by insurance and (d) matters that have been settled.
- II. Documents relating to any threatened litigation or administrative action with respect to the Company, its directors, officers, employees, properties or business.
- III. Documents relating to any government investigation relating to the Company, its directors, officers, employees, properties or business.
- IV. List of any material claims known to be likely to be asserted against the Company, its directors, employees, properties or business and any documents related thereto.
- V. List of any violations of any statutes, regulations or government approvals and documents related thereto.
- VI. List of any claims made under the Company's errors and omissions policies during the past ten (10) years and documents related thereto.

Schedule J
Insurance

- I. A schedule of all current policies of insurance (which should be available for inspection) of which the Company is an owner, insured or beneficiary (including risks covered, amounts of coverage, deductibles (or amount of self insurance), premium rate, cash value and expiration date).

- II. Any current insurance surveys or consultant reports that analyze the insurance requirements of the Company.

Schedule K
Director, Officer and Employee Matters

- I. List of all employment agreements, secrecy agreements, non-compete agreements and other written agreements with employees (with copies).
- II. Organization chart.
- III. Short term and long term incentive compensation plans and other cash bonus arrangements.
- IV. Stock bonus plans, ISO's.
- V. Deferred compensation plans and arrangements.
- VI. Severance pay and other executive compensation programs.
- VII. Executive severance agreements or policies.
- VIII. List of compensation payable to each officer and key employee of the Company for the current year and compensation to each of them during the last three fiscal years.
- IX. Describe any transactions with affiliates within the last 5 years and provide any documentation related thereto.

Schedule L
Labor Matters

- I. Copies of all collective bargaining agreements to which employees are subject, together with a list of the expiration dates of such agreements and the number of employees covered by each respective agreement. Copies of all waivers or amendments to any collective bargaining agreements, if any.
- II. All correspondence with labor unions and all memoranda regarding communication with such labor unions or union employees.
- III. Summary of the history for the last three years of any union negotiations.
- IV. Summary of labor concerns, including whether any strikes are threatened or pending, all current disputes and negotiations, and all Equal Employment Opportunity Commission and Occupational Safety and Health Administration (which shall include their respective state agency counterparts) issues and complaints, together with relevant material documents.

Schedule M
Employee Benefit Matters

- I. Employee plans and agreements.
 - A. Salaried employee benefits.
 - 1. Company history.
 - 2. Short-term disability plan.
 - 3. Long-term disability plan.
 - 4. Medical/life plan.
 - 5. Dental plan.
 - 6. Retirement plan.
 - 7. Personal accident plan.
 - 8. Group travel accident plan.
 - 9. Retirement investment savings plan.
 - 10. Retirement medical/life plan.
 - 11. Benefits summary.
 - B. Collectively bargained benefits.
 - 1. Life insurance plan.
 - 2. Dental plan.
 - 3. Blue Cross/Blue Shield plan.
 - 4. Retirement plan.
 - 5. Benefits summary.
 - C. Employee handbook for each facility.
 - D. Qualified plans maintained or contributed to by Company.
 - 1. Qualified plans.
 - a. Active plans.
 - (1) Defined contribution plans.
 - (2) Defined benefit plans.
 - b. Terminated or frozen plans.
 - c. Plans transferred to another employer.

2. Non-qualified plans (excess benefit plans, SERPs?).
 3. Multi-employer and multiple employer plans (past and present).
 4. ESOPS, TRASOPS, PAYSOPS.
 5. VEBA's, IRC 501(c)(9) Trusts.
 6. Cafeteria plans, flexible spending accounts.
 7. Welfare plans, medical benefits, retiree benefit plans.
 8. Paid vacation policy.
 - a. liability for vacation pay at year end.
 9. Paid holidays and policies.
 - a. Accrued liability at year end.
 10. Other perks, dependent care, on site facilities.
- E. Documentation to be provided:
1. Copies of all plans and amendments, EIN's and plan numbers.
 2. Corporate actions with respect to adoption of plans.
 3. Administration contracts.
 4. Indemnity agreements with respect to plans.
 5. Information with respect to any plan terminations, PBGC liability, funding deficiencies.
 6. Trust agreements, group annuity contracts.
 7. Rabbi trusts.
 8. Investment management agreements.
 9. IRS determination letters and submission packages.
 10. Disclosure of any reportable events.
- F. Information regarding limitation years - actions fixing limitation year.
- G. Control group/affiliate information.
- H. TEFRA, DEFRA and REA compliance and administrative compliance with Tax Reform Act of 1986, etc.
- I. Summary Plan Descriptions (employee pension benefit plans and employee welfare benefit plans) and SMMS.
- J. SEC filings with respect to Plans (e.g., S-8, 11K and proxies).

- K. Other communications to employees, including corporate promises to executives, employee handbooks, informal, unwritten policies, etc.; benefit calculation methods and procedures, any forms or standard letters regarding the same.
- L. Insurance contracts.
 - 1. Any GICs?
- M. Outstanding loan information and documentation.
 - 1. Loans to plans and/or trusts.
 - 2. Loans from plans and/or trusts.
 - 3. Security documents.
 - 4. Spousal consents.
 - 5. Truth-in-lending disclosures.
 - 6. Operation.
- N. Three years of the following relating to qualified retirement plans:
 - 1. Form 5500s and attachments, Schedule B, auditors' reports, Schedule P.
 - 2. Actuarial valuation reports for each defined benefit plan.
 - 3. Financial statements - FASB compliance statements.
 - 4. Correspondence with IRS, DOL and PBGC.
 - 5. Representations and information regarding control group.
 - 6. PBGC Form 1 for each defined benefit plan.
 - 7. All excise tax returns.
 - 8. All UBIT returns.
 - 9. All funding waiver information.
- O. COBRA compliance.
 - 1. How "qualified beneficiaries" identified?
 - 2. Election forms.
 - 3. Payment mechanics and delinquencies.
- P. Compliance with Immigration Reform and Control Act of 1986 (including Immigration and Naturalization Service Form I-9).
- Q. Fiduciary Insurance; Fidelity Bonds.
- R. Liens (IRC §412(n); ERISA §4068).

- II. Benefit administration names, addresses and telephone numbers:
 - A. Trustees.
 - B. Plan administrators (including plan administrators of all multiemployer plans) including people who are knowledgeable about past practices, benefit calculations, etc.
 - C. Investment managers/advisors.
 - D. Actuaries.
 - E. Law firms/attorneys responsible for plans.
 - F. Accountants.
 - G. Pension consultants.
 - H. Insurance companies and agents.
- III. Multiemployer Plan Participation.
 - A. Identify each multiemployer plan (past and present) contributed to.
 - B. Prior withdrawal liability notices (if any).
 - C. Calculation of present withdrawal liability for each multiemployer plan.
 - D. Assessment of withdrawal liability events.
 - E. Delinquent contributions by Seller?
- IV. Employee Census Information.
 - A. List of all employees.
 - B. List of all employees, former employees, and retired employees participating in each plan (pension benefit and/or welfare benefit) or receiving or entitled to received benefits from such plan.
- V. Plan Investments.
 - A. Any employer real property?
 - B. Any employer securities?
 - C. Any venture capital investments?
- VI. Immigration and Naturalization Service.
 - A. Verify Form I-9 compliance.
- VII. Additional Information.
 - A. Workers' compensation experience, including: Loss Summary, Open Claims Listing, Claims Closed During Quarter, and Large Claims Listing.

- B. List of employees on long-term disability.
- C. List of employees on short term medical disability.
- D. List of employees on leave of absence.

Schedule N
Environmental and Employee Health and Safety Matters

- I. Names, titles and experience of the corporate environmental staff and employee(s) in charge of environment/health and safety.
- II. Description of past, present and projected manufacturing processes at each facility, including all waste streams and air emissions.
- III. All environmental permits, licenses or governmental approvals and pending applications.
- IV. All documents and information relating to any environmental or employee health and safety assessments, audits or studies of any type, created by any entity for any reason.
- V. All reports, inventories, notices, studies or manifests created pursuant to any environmental or employee health and safety requirement or government request.
- VI. All documents and information related to enforcement actions, pending or closed, including but not limited to consent decrees, administrative orders, notices of violation, and agency correspondence alleging noncompliance with any environmental or employee health and safety requirement.
- VII. All documents and information relating to complaints by citizens or employees pertaining to environmental or employee health and safety conditions.
- VIII. All documents and information suggesting the Company is potentially responsible for any cleanup costs, including costs related to problems on a neighboring property.
- IX. All documents and information relating to pending or concluded litigation matters arising out of environmental or employee health and safety claims.
- X. All documents and information relating to advocacy of a change in the law or in an agency position on any environmental or employee health and safety issues, including but not limited to documents and information relating to participation in agency rulemaking.
- XI. All agreements or financing documents with provisions relating to environmental conditions or liabilities, including but not limited to, warranties, representations, indemnities and escrow agreements.
- XII. Insurance policies which may cover environmental liabilities.
- XIII. All documents and information relating to plant, process or environmental control equipment modifications or expansions, including but not limited to information relating to those modifications or expansions completed, planned or rejected, or knowledge of any environmental requirements which would impede plant expansion.
- XIV. Description of any divested property or Company property or business not to be sold. (There is potential for carryover liability here under the “continuing enterprise” theory.)
- XV. Discussion of funds reserved for environmental contingencies.
- XVI. Past and projected environmental budget for each plant.
- XVII. Description of possible need to make changes or spend money to comply with future changes in environmental requirements.
- XVIII. Principal state and federal agency contacts.

- XIX. Description of all past and present waste handling practices, including but not limited to, identification of names and locations of all transporters and disposal or treatment facilities.
- XX. Discussion of any environmental, health or safety requirements with which the Company anticipates compliance problems.

Schedule O
Corporate Promotional and Other Information

- I. Press releases or news articles about the Company from the last year.
- II. Management/business plans for capital expansion and investment.
- III. Web site or other corporate promotional materials and brochures.

Schedule P
Warranty Information

- I. Copies of standard forms of warranties given with respect to each type of product sold by the business.

- II. 3-year history of the Company’s warranty claims experience. As used in this section, warranty claims are claims for the repair or replacement of non-conforming or non-performing products or for the refund of the purchase price related thereto. If the claims also involved injury to persons or property, or claims pursuant to insurance policies, please indicate the nature of the injury and the type of claim made.

Year	Product(s)	Total Amount of Claims	Action by Company	Insurance Claim
YTD 202__				
202__				
202__				
202__				
202__				

Schedule Q
Internet Matters

- I. Inventory of Internet Addresses.
- A. List all URL's and domain names owned, used or registered in the name of the Company or for which the Company is the technical contact along with the name and contact information for the registrar of each.
 - B. List all trademark registrations for all URL's or domain names owned, used or registered in the name of the Company.
- II. Physical Plant Contracts.
- A. Please provide copies of contracts governing the Company's physical plant for internet service including contracts related to its central core switches, connecting circuits, routers, CSU/DSUs, modems, and communications lines.
 - B. Please provide any contracts with third parties that the Company has entered into for the maintenance, service and security of the physical plant.
 - C. Please describe all systems, including software, hardware, telecommunications facilities and other assets, that the Company currently has in place to backup and archive customer information.
- III. User Policies.
- A. Does the Company maintain user bulletin boards on which customers can post messages? If yes, does the Company have policies with regard to the content that customers can post on these bulletin boards? If so, for each of the years that a policy has been in place, please describe the policy, provide copies of any written policy that has ever been in place, and describe the Company's monitoring and enforcement efforts.
 - B. Please provide copies of any other policies that the Company has in place to monitor other forms of information entered by users.
- IV. Privacy Issues.
- A. Does the Company now collect or has it ever collected consumer data? If yes, please describe the categories of information collected, and the years during which this data has been compiled.
 - B. Has the Company ever sold consumer data? If yes, please provide all appropriate information that the Company has regarding these sales.
 - C. Does the Company use or does it have a license to use consumer data obtained by other organizations. If yes, please provide all appropriate information that the Company has regarding these purchases.
 - D. Please describe how the Company has protected the external security of its transactions. Please list all software and hardware security systems and procedures in place to prevent hacks, break-ins, data tampering or other system disruptions. Does the Company encrypt passwords and consumer information? If yes, please list the encryption technology employed.
- V. E-Commerce.

- A. Does the Company engage in e-commerce? If yes, what products and services are sold and under what terms? Also, does the Company handle data processing related to these sales or merely provide links to product suppliers?
- B. If the Company sells products or services on the Internet, provide copies of written, electronic, click wrap, shrink-wrap or any other type of agreement or contract used in connection with sales, service, maintenance and support.

VI. Web Sites.

- A. Please list all applications and functionality that will be included in the initial Web site release and all planned releases, as well as the current stage of development and level of effort to complete each site.
- B. Please provide copies of all design documents for the Company's Web sites.
- C. Are the Company's Web sites compatible with all browsers? If not, please identify those browsers with which such sites are not compatible.
- D. Please identify all trial-users of the Web site environments and provide copies of all documents pertaining thereto.
- E. Please describe the Company's business model for generating revenue, such as subscriptions, advertising, per-use fees, content purchase, etc.
- F. Please describe how the Company collects payment for use of its Web sites.
- G. Does the Company have licenses to distribute third-party content across the World Wide Web? If so, please provide copies of all such licenses.
- H. Please describe the Company's software and hardware solutions for protecting the Company's internal information systems and proprietary data from outside Internet elements, including firewalls and encryption.
- I. Is the Company compliant with U.S. export treaties pertaining to Web site security? If not, please describe all non-compliance issues.
- J. Please identify all third-party applications and tools used to develop the web sites and any graphical content contained therein, provide copies of all licenses in respect thereof, and describe all re-distribution rights obtained by the Company in respect thereof.
- K. Please identify the hosts of the Company's Web sites and provide copies of all hosting agreements.
- L. Please provide copies of all third-party agreements for contract programming and web site maintenance.

X. Additional Requests.

- A. List all Metatags¹ that embody trademarks not owned by the Company.
- B. List all hidden or invisible font embodying trademarks not owned by the Company.

¹ The underlying descriptive programming language of an HTML page.

Schedule R
Tax Matters

- I. Please provide copies of all returns for the last closed and all open years (federal, state and local).
- II. Please provide copies of all audit and revenues agent's reports (federal, state and local).
- III. Please provide copies of all settlement documents and correspondence for the last three years.
- IV. Please provide copies of all documents pertaining to waiving statutes of limitations or extensions of time.

-Do you have the best estate planning attorney who will best serve you and your family's needs?

-Do you have a solid insurance agent with decades of experience dealing with business transactions like yours?