



Maple

Due Diligence Checklist

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The following informational request is for the purpose of concluding the Due Diligence phase of the Proposed Transaction. Some sections will not apply to your situation, so disregard those and mark them "N/A". A portion of this document is intended for your accountants and lawyers, therefore it is important to review this document with your advisors. If you are uncertain about a question, please request clarification prior to providing information.

PLEASE NOTE THAT THIS IS PROVIDED AS A COURTESY SAMPLE ONLY AND IS NOT TO BE CONSIDERED AND OR CONTRUED AS ADVICE!

Document Requested	Provided / Not Provided	Responsibility to Review
1. Corporate Documents of the Company (Likely requires assistance of lawyer except for 1.6)		
1.1	Corporate minute books of the Company to include charter documents of the Company and all amendments and minutes of meetings of shareholders, Board of Directors and committees of the Board of Directors of the Company since its incorporation and registers of directors, shareholders, transfers and securities.	
1.2	Material information or documents furnished to shareholders and to directors during the last three years.	
1.3	List of names (including corporate names and other business names), under which the Company has conducted business and the corresponding periods of use of such names.	
1.4	List all jurisdictions in which the company is qualified to do business and in which the Company has offices, holds property or conducts business and a copy of any relevant documentation.	
1.5	Documentation pertaining to any reorganization in which the Company may have been involved since its incorporation including transactions with "related parties" in past 3 years.	
1.6	Corporate organizational and structure chart of the Company.	

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2. Material Agreements		
2.1	List and executed copies of all material contracts, obligations and commitment, written or oral, to which the Company is a party or to which it or its assets are subject, including, without limitation these items listed in this section.	
2.2	List of banks or other lenders with whom Company has a financial relationship. Briefly describe the nature of the relationship, for example, lines of credit, equipment lessor, etc.	
2.3	Credit agreements, debt instruments, security agreements, mortgages, financial or performance guaranties, indemnifications, liens, equipment leases or other agreements evidencing outstanding loans or other material financing arrangements to which the Company is a party or was a party within the past two years. (Include bonding facility information)	
2.4	All material correspondence with lenders during the last three years, including all compliance reports or similar documents submitted by the Company or its accountants.	
2.5	Documents relating to guarantees of any indebtedness, warranties or any obligation of any other person given by or with respect to the Company.	
2.6	Government sponsored loans, government assistance programs from any governmental agency in any jurisdiction.	
2.7	Any other agreements restricting additional indebtedness or the sale, lease or transfer of any of the Company's assets.	
2.8	Material leases of personal property or service leases to which the Company is a party as lessor or lessee.	

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2.9	Documents relating to any material capital expenditures or commitments of the Company.		
2.10	Principal documents relating to any acquisitions or dispositions of business or material assets by the Company or any reorganization of the Company during the last five years.		
2.11	All material agreements, contracts or commitments of the Company not entered into in the ordinary course of business which are not cancellable without penalty within 30 days.		
2.12	Any agreements, contracts, commitments, instruments, judgments or decrees which materially and adversely affect the business, operations or condition of the Company or any of its assets or property.		
2.13	Forms of any standard agreements (including warranties given by the Company) with customers, suppliers, sales agencies and a list of material parties thereto.		
2.14	Material agreements with major customers, suppliers, agencies, etc. that deviate in any material way from the forms of agreements provided in the preceding paragraph.		
2.15	All distribution, dealer, sales agency, consignment and other similar agreements.		
2.16	All agency, management and consulting contracts.		
2.17	All advertising contracts.		
2.18	All material licensing agreements (including licensing of marketing rights, patent rights, technology, etc.), franchises and conditional sales contracts to which the Company is a party.		

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2.19	Summary of any material construction or expansion of existing facilities in process for which investments or commitments have been made, together with copies of all construction and related agreements.		
2.20	Any other material agreements.		
3. Litigation (May require your lawyer's assistance)			
3.1	List of all suits, actions, litigation, administrative proceedings and investigations or inquiries by or affecting the Company or any of its properties or assets, including, without limitation, any civil, criminal, administrative, arbitration or other similar proceeding or investigation, pending or threatened. In each case provide summaries, including parties, nature of proceedings, date of commencement, current status, relief sought and estimated actual cost, insurance coverage, if any, and any legal opinions rendered in connection therewith and an assessment of the merits thereof and copy of relevant documentation.		
3.2	All orders of courts, administrative agencies or other tribunals or of settlements imposing continuing obligations or restrictions on the Company or any director, officer or employee.		
3.3	All notices or demand letters received during the last five years relating to any claims against the Company in respect of services rendered, with respect to which no litigation has yet been filed.		
3.4	All decisions or orders from a tribunal or other competent authority affecting the Company.		
3.5	Correspondences dealing with actual or attempted infringement of trademarks, trade names, patent or copyrights.		

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3.6	Notices, correspondence, etc., to the Company concerning alleged or actual violations of or requesting compliance with any law or regulation or requesting information with respect to any law or regulation.		
3.7	List of any convictions or fines levied against the Company or any director, officer or employee thereof.		
3.8	Summary of disputes with suppliers, competitors or customers.		
3.9	Correspondence with auditor or accountant regarding threatened or pending litigation, assessment or claims.		
4. Employees and Related Parties			
4.1	A management organization chart.		
4.2	List of officers, management and key staff (including senior officers), including age, experience, qualifications, signing authority, length of service, wage and benefits.		
4.3	All employment and consulting agreements, loan agreements and documents relating to any other transactions with employees and related parties.		
4.4	Schedule of all compensation paid to employees for most recent fiscal year showing separately salary, bonuses and non-cash compensation (i.e. use of cars, property, etc.).		
4.5	Schedule of all compensation increases that are committed to, promised or obliged.		
4.6	Schedule of all compensation increases that are deemed necessary or for which there is a foreseeable need in order to retain key employees.		

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4.7	Summary of employee benefits and copies of any pension, profit sharing, deferred compensation and retirement plans.		
4.8	Summary of management incentive or bonus plans not included in the previous paragraph, as well as other non-cash forms of compensation.		
4.9	Identification of the funded status and any funding device for each executive compensation arrangement and a description of the amount and status of contributions for the current year.		
4.10	Confidentiality agreements, devotion of time agreements and proprietary rights agreements with employees.		
4.11	Copies of indemnification policies/ agreements for the Company's directors, officers and employees.		
4.12	Reports by independent actuaries, consultants, or auditors respecting employee compensation and benefit plans of the Company.		
4.13	List of claims filed before a workers' compensation board of the past three years, including details.		
4.14	List of any notices of infractions and/or corrections issued in relation to health and safety laws over the past five years, including details.		
4.15	A clearance letter and profile from the Workers Compensation Board.		
4.16	Any employee handbooks and human resources policy manuals of the Company for the last five years.		
4.17	List and copies of all labour union and collective bargaining contracts, if any.		

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4.18	Summary of any labour disputes.		
4.19	Outstanding grievance proceedings, requests for arbitration, labour disputes, etc.		
4.20	Correspondence, memoranda or notes concerning pending or threatened labour stoppage.		
4.21	List of negotiations with any group seeking to become the bargaining unit for any employees.		
5. Financial Information (Requires your accountant's confirmations and assistance)			
5.1	Annual and interim financial statements for the last three years (unaudited if audited financials are unavailable).		
5.2	Financial or operating budgets or projections.		
5.3	Business plan and other documents describing the current and/or expected business of the Company, including all material marketing studies, consulting studies or reports prepared by the Company.		
5.4	A description of all changes in accounting methods or principles during the last three fiscal years.		
5.5	Any documents relating to material write-downs or write-offs, other than in the ordinary course.		
5.6	Revenue and gross margin by location or service.		
5.7	Details of significant and non-recurring revenue or expenses over the last three years.		

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5.8	Management letters or special reports by auditors and any responses thereto for the last three fiscal years.		
5.9	Reports by auditors and the audit committee (e.g. as to control procedures) in the latest three fiscal years and related correspondence.		
5.10	Letters of counsel to the Company delivered to auditors for the last three fiscal years.		
5.11	Ageing schedules for accounts receivable for the last two years.		
5.12	Breakdown of G&A expenses for the last two years.		
5.13	List and description of indebtedness of the Company (including contingent liability) for money borrowed and of deeds, agreements, etc. under which or with respect to which the indebtedness was issued and copy of relevant documentation (specify inter-company and related-party indebtedness).		
5.14	List and description of security created in connection with the items listed in the previous paragraph and copy of relevant documentation.		
5.15	Information with respect to any actual or potential contingent liabilities, contingencies, claims and commitments of the Company, including without limitation, any liabilities in dispute and any warranty issued, which would not be included in any of the above.		

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6. Real Property			
6.1	List of real property owned, leased or rented by the Company.		
6.2	Documents of title, mortgages, leasehold mortgages, deeds of trust and security agreements pertaining to the properties listed in the preceding paragraph.		
6.3	All outstanding leases with an original term greater than one year for real and personal property to which the Company is either a lessor or lessee.		
6.4	Title opinions, title surveys and searches, appraisals of real property owned or leased.		
6.5	Advice and documentation respecting the following: (i) the primary and ancillary uses of the properties; (ii) any leases, subleases or other users of the properties; and (iii) any special licenses or permits required for existing or contemplated use.		

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7. Personal Property		
7.1	Detailed listing of all significant personal property (including equipment, machinery, vehicles owned or leased and all contracts, agreements, indentures, evidences of liens or instruments relating thereto) including (as applicable): (a) location; (b) date of acquisition; (c) net book value; (d) serial number; (e) condition; (f) use; (g) whether a fixture or movable; (h) whether functional; (i) a picture of each material asset that belongs to the company; (j) foreseeable major repairs on all equipment; (k) hours or Km's on unit; (l) yearly seasonal utilization (when is this piece of equipment used); (m) documentation of current CVIP certification; and (n) unit number.	
7.2	Copies of any warranties related to mechanics systems or equipment of significant cost.	
7.3	Copy of any appraisals relating to such property including list for your insurance purposes.	
7.4	Detailed listing of all significant raw materials, work in progress, finished goods, inventory, and all contracts, agreements, indentures, evidences of liens or instruments relating thereto including: (a) location; (b) date of acquisition; (c) net book value; (d) serial number; (e) condition; (f) use; (g) a picture of all inventory items; (h) whether a fixture or movable; and (i) whether functional.	

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7.5	Provide information relating to any and all equipment that is not part of the proposed purchase but which has been utilized to any degree in the "business" described herein.		
7.6	Provide a full list of those assets including ownership information.		
7.7	Detailed listing of all significant personal property with foreseeable need of replacement during the period twelve months hence the anticipated closing date.		
7.8	Detailed listing of additional equipment investment required by any known new business projects in the foreseeable future.		
7.9	Detailed listing of machinery or equipment 1) on order, and 2) where an obligation exists to purchase at some future date. Detailed listing of equipment leases that require conversion, refinancing or buy-out in the future, including date and amount of same.		
8. Intellectual Property (This section will likely not apply however, section 8.9 which may apply to your industry)			
8.1	List of patents, including all registered and unregistered patents and patent applications.		
8.2	List and description of any third party title, interests or rights in the inventions, patent applications or patents listed above. Copies of all licenses or other agreements establishing such title, interests or rights.		
8.3	List of all patents licensed to or from a third party and a copy of the applicable licenses, licensing agreements or similar agreements.		

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8.4	List of all trade-marks, service marks, slogans, trade names, trade dress or logos ("Marks") in use by the Company and any registrations of such Marks. If the Marks are used only in common law, identify the first date of use and the provinces, states and/or countries in which they were used. Copies of all licenses or other agreements establishing such interests or rights.		
8.5	List of all copyright materials developed for the Company by third parties, list of all copyright licenses to or from third parties, and a copy of the applicable development and license agreements.		
8.6	Any licence agreements relating to the Company's technology in respect of any services, products and systems.		
8.7	Description of any intellectual property not otherwise referred to in this list which has been licensed to or from third parties and copies of such licenses.		
8.8	List of all material royalty or profit participation agreements in respect of the Company's intellectual property.		
8.9	Description of all items considered "trade secrets", "confidential", and "proprietary" in respect of the Company's industry.		
8.10	List and description of all disputes pertaining to the Company's intellectual property and copies of relevant documentation.		
9. Taxation			
9.1	A schedule describing any on-going tax disputes together with copies of reports, correspondence, etc., relating to pending federal, provincial or state tax proceedings, assessments or investigations, etc.		

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9.2	Any notice of assessment, revenue agents' reports, etc. from federal, provincial or state authorities.		
9.3	Federal and provincial income tax returns for the last three years.		
9.4	Evidence of Company being current on sales tax, unemployment, social security, and other tax payments.		
10. Insurance and Liability			
10.1	Summary of insurance policies relating to the Company, its assets and operations.		
10.2	All material insurance policies of the Company covering property, liabilities and operations.		
10.3	Insurance policies in force, such as "key person" policies and present value calculation of such policies.		
10.4	A list of pending claims and disputes with insurance companies and details of denials of coverage.		
10.5	All other relevant documents pertaining to the Company's insurance and liability exposure, including special reserve funds and accounts.		
11. Acquisition, Partnership or Joint Venture Agreements			
11.1	All acquisition, partnership or joint venture agreements.		
11.2	Documents pertaining to potential acquisitions or alliances.		
11.3	Any agreements regarding divestiture of assets.		

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12. Environmental			
12.1	Notices to and from environmental regulatory authorities, including notices of violation.		
12.2	Correspondences with environmental regulatory authorities in the last three years.		
12.3	Environmental related audit and inspection reports in the last two years.		
12.4	Documents relating to environmental liabilities arising from any activity in the last four years. Any knowledge as to historic uses that may lead to further investigation of negative environmental impacts.		
13. Governmental Regulations And Filings			
13.1	Inquiries, notices, orders of communications or similar documents from federal, provincial or state governmental agency or other regulatory bodies during the past three years.		
13.2	Material reports to government agencies for past three years (e.g. environmental, employment standards).		
13.3	Copies of all permits and licenses necessary to conduct the Company's business.		
13.4	List of permits, licenses, consents, authorizations, approvals etc. issued by any governmental or regulatory body in any jurisdiction and required to do business.		
13.5	Summary of any significant applicable federal, provincial, state and local laws, rules and regulations.		

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13.6	All material information relating to compliance with federal, provincial, state and local health, safety, labour, civil rights and antitrust laws, rules and regulations.		
13.7	A current Carrier Profile from the governing body in all applicable jurisdictions.		
14. Miscellaneous			
14.1	Details of the Company's computer hardware and software along with maintenance license or other continuing contracts related thereto.		
14.2	Any other documentation or information which, in your judgement, are significant with respect to any portion of the business or financial condition 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.		
15 Customer and Supplier Contacts - (A list of major suppliers and customers will be dealt with in cooperation with you taking into account business sensitivities.)			
15.1	List of major Customers and Suppliers to determine satisfaction and reliability.		



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Registered in England & Wales. Company No: 06242262
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