

Appendix A

Form of Document and Information Request

Table of Contents

A. Corporate and Organizational	139
B. Subsidiaries	139
C. Securities	140
D. Business Descriptions	140
E. Financing Documents	141
F. Financial Statements	141
G. Tax Matters	142
H. Officers and Directors, Employees, Benefit Plans, and Labor Disputes	143
I. Properties, Leases, and Insurance	145
J. Intellectual Property (Patents, Trademarks, Copyrights, Trade Secrets)	146
K. Contracts and Arrangements	147
L. Litigation	149
M. Environmental and Related Matters	150
N. Receivables	151
O. Inventories	151
P. Acquisition Documents and Sales of Securities	151
Q. Liabilities	151
R. Transactions with Officers, etc.	152
S. Customers	152
T. Filings and Reports	152
U. Licenses	152
V. Consents	152
W. Miscellaneous	153

Form of Document and Information Request

- A. Corporate and Organizational
1. Certified copy of certificate of incorporation of [Company] (the Company), as currently in effect.
 2. Certified copy of bylaws of the Company, as currently in effect.
 3. Access to minute books of the Company.
 4. Access to stock books and stock transfer ledgers of the Company.
 5. List of states and foreign countries in which the Company is qualified to do business, including names and addresses of registered agents and list of states and foreign countries in which the trade names of the Company are registered.
 6. Long-form Good Standing Certificate, including payment of taxes for state of incorporation and every state and foreign country in which the Company is qualified to do business.
 7. List of states and foreign countries in which tax returns are filed

because of the ownership of property or conduct of business by the Company.

8. List of states and foreign countries, if any, in which the Company is not qualified to do business and does not file tax returns but in which it maintains an office, a stock of goods, employees, or an agent who is a resident of any state in which he or she solicits orders.

9. Current organizational chart for the Company and subsidiaries, operating divisions, and hierarchy of officers.

10. All names under which the Company or any predecessor thereof has done business in the past five years.

B. Subsidiaries

1. List of subsidiaries of the Company.

2. Certified copies of certificates of incorporation and bylaws of each subsidiary, and access to minute books and stock transfer ledgers of each subsidiary.

3. Information requested in items A.1-A.9, shown separately for each subsidiary.

C. Securities

1. Statement of outstanding and treasury shares of common stock, preferred stock (including a complete description of the rights attaching to such preferred shares), and any other securities of the Company and each subsidiary.

2. Stockholders' list, giving name and address of each stockholder of the Company and its subsidiaries and of any voting trustees, his or her affiliation with the Company, the type of security held, the date of issue by the Company (the consideration received by the Company therefor), and the number of shares of such security owned by each such stockholder or trust.

3. List of 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 or subsidiary, and number of shares owned (excluding those subject to option).

4. Copies of all stock option agreements, stock option plans, and warrants.

5. Copies of all stockholder agreements and all other agreements with respect to securities of the Company or its subsidiaries.

6. All reports to stockholders of the Company prepared within the past five years.

7. Indicate whether there are any stockholders or stock certificates whose whereabouts are unknown, or any stockholders from whom it will be difficult to obtain approval of the transaction or stock certificates, as appropriate.

8. A description of all contractual restrictions on transfer of the Company's capital stock or assets.

9. Copies of registration rights or preemptive rights agreements.

D. Business Descriptions

1. All market studies, feasibility studies, analyses, and similar reports concerning the Company prepared within the past five years.
2. All marketing and other descriptive brochures regarding the Company prepared within the past five years.
3. All press releases issued by the Company during the past five years, and any press clippings that refer to the Company, if available.
4. Recent analyses of the Company or its industries prepared by investment bankers, engineers, management consultants, accountants, or others, including marketing studies, credit reports, and other types of reports, financial or otherwise.

E. Financing Documents

1. All currently effective loan agreements, indentures (including industrial revenue bond indentures), debt instruments, and other financing instruments, and all related material documentation, to which the Company is a party.
2. A list of all mortgages, liens, pledges, security interests, charges, or other encumbrances to which any property (real or personal) of the Company is subject and all related material documentation.
3. All correspondence with lenders and other debt security holders for the past five years (including all consents, notices, or waivers of default from lenders with respect to borrowings by the Company).
4. Schedule of all short-term and long-term debt (including capitalized leases, guarantees, and other contingent obligations).
5. Any presentations given to creditors in connection with obtaining credit or prepared for potential lenders in connection with any proposed financings.

F. Financial Statements

1. Audited financial statements, both consolidated and consolidating, for the Company and its subsidiaries for the past three fiscal years.
2. All unaudited interim financial statements of the Company prepared since the date of the most recent audited financial statements.
3. Separate consolidating statement for significant subsidiaries or divisions.
4. Brief description of contingent liabilities involving the Company.
5. Name of accountants and length of relationship with accountants; indicate whether the accountants own any interest in or hold any position with the Company or its subsidiaries.
6. Management financial reports to the directors, or any committee thereof, of the Company prepared during the past five years.
7. Correspondence with the Company's accountants prepared or received during the past five years, including all management letters from accountants.

8. Brief description of depreciation policy.
9. Brief description of nature of prepaid or deferred income or expenses.
10. Copy of any sales projections and estimates, and copy of current budget and any budget projections including a discussion of any assumptions used in the preparation thereof.
11. Brief description of any change in accounting policies or procedures during the past five years.
12. Copies of all reports by accountants to management of the Company or any of its subsidiaries concerning the Company for the past five years.
13. Brief description of outstanding commitments for capital expenditures in excess of \$5,000.
14. Any documents relating to material write-downs or write-offs of notes, accounts receivable, or other assets other than in the ordinary course of business.

G. Tax Matters

1. Copies of all federal, state, local, and foreign income and franchise tax returns filed by the Company and its subsidiaries for the past five years concerning the business, assets, or income of the Company.
2. All correspondence with the Internal Revenue Service or state or local tax authorities concerning adjustments or questioning compliance.
3. List of returns and the years thereof that have been audited by federal, state, or local tax authorities, and copies of determination letters related thereto.
4. List of state and local taxes to which the Company or any subsidiary is subject with respect to the business, assets, or income of the Company, showing assessment date, date return is to be filed, and date tax due.
5. Describe and provide copies of all agreements, consents, elections, and waivers filed or made with the IRS or other taxing authorities, including, but not limited to, those relating to I.R.C. (341 and the relevant statutes of limitations).
6. List and describe all pending or threatened disputes with regard to tax matters involving the Company or any of its subsidiaries.
7. Copies of "S corporation" elections, IRS notices of acceptance, and any other information pertinent to the Company's "S corporation" status, where applicable.
8. Copies of any tax indemnification, tax sharing, or tax allocation agreements involving the Company and other members of an affiliated group, including any joint venture agreements that have the effect of tax allocation agreements, and a statement setting forth how such agreement was carried out for the past five years.
9. Copies of all legal or accounting tax opinions received by the Company during the past five calendar years relating to the Company's tax reporting.

H. Officers and Directors, Employees, Benefit Plans, and Labor Disputes

1. Name, address, and telephone numbers (home and business) of each director and officer of the Company and each subsidiary (and, if applicable, principal occupation), and aggregate compensation at present and for the previous fiscal year.
2. All liability insurance policies for directors and officers of the Company or its subsidiaries.
3. Number of persons employed by the Company and by each subsidiary in terms of function (executive, sales, clerical, research, labor, or other appropriate classification).
4. Name and address of each person who has a power of attorney to act on behalf of the Company or any subsidiary, and copies of such powers of attorney.
5. List of all labor union contracts and collective bargaining arrangements to which the Company or any subsidiary is a party, the number of employees covered by each such agreement, and the anticipated expiration dates thereof; and furnish copies of such contracts.
6. Brief description of "labor unrest" situations, all pending or threatened labor strikes, or other trouble experienced by the Company and its subsidiaries during the past five fiscal years.
7. List and brief description of the current status of all unfair labor practices complaints lodged during the past three fiscal years involving the Company and its subsidiaries.
8. Brief description of any pending or threatened request for arbitration, grievance proceedings, labor disputes, strikes, or disturbances affecting the Company or any subsidiary, and history of recent union negotiations.
9. All performance bonus plans adopted by the board of directors of the Company during the past five years.
10. a. Brief description and copies of all employee benefit plans, group life insurance plans, major medical plans, medical reimbursement plans, supplemental unemployment benefit plans or welfare plans (for hourly employees), or salary continuation plans, or other perquisites, and a brief description of policy regarding bonuses, salary review, severance pay, moving expenses, tuition reimbursement, loans, advances, vacations, holidays, sick leaves, and other benefits.
b. For each pension or profit-sharing plan, including multiemployer plans, if any, furnish copies of plan documents, including amendments (and a description of any changes in these plans proposed, agreed upon, or under consideration); actuarial reports, if applicable; trust instruments and trust balance sheets, if any; summary plan descriptions; the latest application for determination to the IRS; any IRS determination letter; and the latest Annual Report on Form 5500, 5500-C, or 5500-K. With respect to each such pension plan that is a "multiemployer plan," furnish a statement of the employer's "withdrawal liability" within the meaning of ERISA § 4211.
11. Details on any terminated pension plans and unfunded pension liabilities.

12. a. List of all employees of the Company who received compensation exceeding \$50,000 in the last fiscal year, giving name, date of birth, date hired, position, and compensation for the last fiscal year, and, to the extent available, similar information for all other employees, and retired employees who are receiving or will be entitled to receive any payment not described previously in item 9.

b. Describe all written or oral employment or consulting agreements (other than union contracts) to which the Company or any subsidiary is a party or bound and, if any of the same are in writing, furnish copies thereof (except for employment contracts that can be terminated at will by the Company or a subsidiary without cost or liability).

c. Brief description of all confidentiality, noncompetition, or similar agreements between the Company or any subsidiary and any of their present or former officers, employees, directors, consultants, or agents. If any of such agreements are in writing, furnish copies thereof.

d. Brief description of all consulting and management agreements, arrangements, or understandings to which the Company or any subsidiary is a party and, if the same are in writing, furnish copies thereof.

e. Description of all deferred compensation programs affecting officers, directors, or employees of the Company. State the amount accrued and/or paid during the most recent fiscal year under such programs, and amounts of accruals thereunder through a recent date.

13. A description of the manner in which the Company fulfills its workers' compensation and unemployment compensation insurance obligations in each state (i.e., insured or self-insured, etc.).

14. Documents representing or relating to workers' compensation or disability policies, and any material claims with respect thereto.

15. Copy of employee handbook or any similar document.

I. Properties, Leases, and Insurance

1.a. List of real estate owned, leased, or used by the Company, stating whether owned or leased (whether as lessor or lessee) and brief description of property, structures, zoning, estoppel letters, reversions or remainders, lease provisions (including assignment and renewal), use, and location; furnish copies of mortgages, deeds, surveys, maps, profits, rights of way, easements, leases, and other contracts.

b. Copies of title insurance policies or lawyers' abstract reports covering real estate.

c. Copies of zoning variances and local permits.

d. List of agreements with railroads, pipeline agreements, agreements relating to water rights (such as certificates of appropriation), mining claims (patented and unpatented), and royalty agreements.

2.a. List of fixed assets, machinery, and equipment (whether owned, leased, or used by the Company), giving for each 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.

b. List of 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.

c. List of premises at which any assets of the Company are currently located or located from time to time, including (without limitation) terminals, plants, storage facilities, sales offices, and warehouses, and written agreements with respect thereto.

d. Brief description of portfolio investments of the Company (except in subsidiaries), including cost basis and current value.

e. All currently effective purchase contracts, leases, or other arrangements concerning material items of equipment used by the Company.

f. All professional appraisals of any material property of the Company.

3. a. List and brief description of all liens, security interests, or mortgages on the property of the Company or any of its subsidiaries, and location and name of office where documents or financing statements relating thereto are filed.

b. Copies of all material leases of or security agreements for personal property of the Company, including conditional sales contracts, equipment leases, chattel mortgages, accounts receivable, financing agreements, and factoring agreements.

4. List of all insurance policies relating to the business, assets, or properties of the Company (including directors' and officers' liability insurance), giving insurance company, policy number, term of coverage, property or risk covered, appraisal value of covered property (where appropriate), extent of coverage, annual premium, and amount of premiums that are prepaid or are unpaid from prior years. Furnish copies of all such policies.

5. A description of all insurance claims (over \$5,000 in amount) currently pending.

6. Schedule of Company's loss experience per insurance year.

7. Copies of title insurance policies for all owned real estate.

J. Intellectual Property (Patents, Trademarks, Copyrights, Trade Secrets)

1. Schedule of patent registrations and applications identifying each patent by title, registration (application) number, date of registration (application), and country.

2. Schedule of trademark (service mark and trade dress) registrations and applications identifying each mark and including date of registration (application), registration (application) number, status (that is, registered, renewed, abandoned, Section 8 and 15 affidavits, submitted, etc.), and country or state where registered. In those instances where registration has not been sought, identify the mark, trade dress or trade name, and its date of first use anywhere in the United States.

3. Schedule of copyright registrations and applications identifying each

copyright by title, registration number, and date of registration.

4. Manual or other written document detailing the procedures for maintaining the secrecy of trade secrets.

5. Licensing agreements, merchandising agreements (naming Company as licensee or licensor), or assignments relating to patents, technology, trade secrets, trademarks (service marks), trade dress, and copyrights.

6. Communications to or from third parties relating to the validity or infringement of Company's patents, technology, trade secrets, trademarks (service marks), trade dress, and copyrights.

7. Studies or reports relating to the validity or value of Company's patents, technology, trade secrets, trademarks (service marks), trade dress, and copyrights, and the licensing or merchandising thereof.

8. Agreements pursuant to which any patent, trademark, service mark, or trade name has been sold or transferred by or to the Company and evidence of recording thereof.

K. Contracts and Arrangements

1. All standard forms of agreements used by the Company.

2. All warranty agreements, including all forms of product warranties, of the Company currently in force with respect to completed and executory material contracts.

3. A list and description of all significant oral contracts and commitments.

4. All currently effective guarantees given by the Company concerning the payment or performance of obligations of third parties.

5. All sales agency and distribution agreements.

6. A list of all contracts and commitments under which a default has occurred or is claimed to have occurred, setting forth the following:

a. Nature of default;

b. Name of party in default;

c. Monetary amount claimed; and

d. Current status of contract or claim.

7. A list of all contracts subject to renegotiation (indicating those contracts currently being renegotiated).

8. All agreements to which the Company is (or was within the past five years) a party and in which any officer, director, employee, or shareholder of any such companies has (or had) an interest (whether directly or indirectly).

9. Copies of all agreements not to be performed within three months or involving over \$25,000 whether or not entered into in the ordinary course of business, except (a) agreements for the sale of merchandise or standard sales order forms entered into in the ordinary course of business, and (b) agreements referred to elsewhere herein.

10. Copies of all contracts with advertising or public relations agencies.

11. Copies of all standard forms of sales and purchase orders.

12. A list of all significant suppliers (representing in excess of 5

percent of annual purchases) of the Company, with an indication of the amount paid to each such supplier during the Company's most recent fiscal year and the estimated number of alternative suppliers.

13. All executory contracts, as amended to date, with each of the above-referenced suppliers, and all related purchase orders.

14. Brief description of contractual or customary credit terms available from suppliers and manufacturers, and copies of all agreements with suppliers and manufacturers.

15. List and briefly describe all agreements and arrangements with distributors, dealers, sales agents, or representatives. Furnish copies of all such written agreements.

16. List and briefly describe all agreements and arrangements whereby the Company or any subsidiary acts as a distributor. Furnish copies of all such written agreements.

17. List and briefly describe all agreements relating to the supply of [material] and other raw materials and supplies. Furnish copies of all such written agreements.

18. Copies of all forms of product warranties or guarantees, if any, given by the Company or any of its subsidiaries.

19. Copies of all agreements and other documentation relating to the acquisition of any business constituting a part of the Company, or sale or proposed sale of any business owned by it in the past five years.

20. Copies of joint venture or partnership agreements to which the Company or any subsidiary is a party.

21. Copies of all franchise or distribution agreements between the Company or any of its subsidiaries and any third party concerning the manufacture, sale, or distribution of the Company's or its subsidiaries' products or services. If any such agreements are oral, summarize the terms thereof.

22. Copies of all agreements not previously listed with suppliers, independent agents, salespersons, or others involving the payment of commissions; or other consideration or discounts with respect to the manufacture, sale, or distribution of the Company's or its subsidiaries' products or services. If any such agreements are oral, summarize the terms thereof.

23. Brief description of any contracts restricting the ability of the Company or any subsidiary to compete in any line of business with any person or entity, or committing the Company or any subsidiary to continue in any line of business.

24. Advise if there are any facts or circumstances that may give rise to the cancellation or termination of, or claim for damages or loss under, any of the agreements, arrangements, or understandings referred to herein.

25. List and describe all leases, licenses, agreements, and contracts involving the payment of more than \$25,000 in the aggregate, currently in the process of negotiation.

26. Copies of agreements granting to the Company any right of first refusal to acquire any business or assets, or pursuant to which the Company has

granted any such rights.

27. List the material terms of all contracts and arrangements for (a) trucking and other delivery and (b) warehouse space.

28. Copies of all material research and development agreements.

29. All technology license agreements to which the Company is a party, as licensor or licensee.

30. Documents relating to the Company's internal determinations as to whether it can, or should, fulfill a particular contract.

L. Litigation

1. List and brief description of each threatened or pending claim, lawsuit, arbitration, or investigation involving a claim for relief of \$10,000 or more against the Company, any subsidiary, or any of their respective officers or directors.

2. List and brief description of any pending or threatened (a) claim or litigation involving alleged violations of laws or regulations for the health or safety of employees or others, (b) governmental or administrative proceeding, (c) equal employment opportunity claim or litigation, (d) antitrust claim or litigation, (e) claim or litigation seeking injunctive relief, or (f) other material claim or litigation to which, in either case, the Company or any subsidiary is a party.

3. A copy of all complaints, answers, and other material pleadings concerning any litigation not fully covered by insurance.

4. All letters from counsel to the Company to accountants relating to litigation or contingent liabilities involving the Company.

5. All correspondence relating to actual or alleged infringement by the Company of intellectual property rights of others.

6. All judgments, orders, and decrees to which the Company is subject.

7. List and brief description of all outstanding judgments, decrees, or orders.

8. Copy of most recent response to auditors' request for information about litigation and/or contingent liabilities of the Company.

9. All material governmental permits, licenses, etc., of the Company.

10. Any litigation involving an officer or director of the Company concerning bankruptcy, crimes, securities law, or business practice (past five years).

11. Description of any investigations of the Company, pending or threatened, by any federal, state, local, or foreign authorities.

12. All correspondence with, reports of or to, filings with, or other material information about any other regulatory bodies that regulate a material portion of the Company's business.

M. Environmental and Related Matters

1. All internal Company reports concerning environmental matters relating to current or former Company properties.

2. Copies of any applications, statements, or reports filed or given by the

Company or any of its subsidiaries with or to the Federal Environmental Protection Agency, any state department of environmental regulations, or any similar state or local regulatory body, authority, or agency.

3. All notices, complaints, suits, or similar documents sent to, received by, or served upon the Company or any of its subsidiaries by the Federal Environmental Protection Agency, any state department of environmental regulation, or any similar state or local regulatory body, authority, or agency.

4. All Company or outside reports concerning compliance with waste disposal regulations (hazardous or otherwise).

5. Copies of all permits, shipping authorizations, manifests, and waste stream authorizations.

6. Description of any processes of facilities currently or previously operated by the Company or any subsidiary (or by others on property currently owned by the Company or any subsidiary) that generate or are suspected of generating any toxic or other hazardous material.

7. All pollution control capital expenditure reports (including budget requests) for the past five years.

8. All annual reports, manifests, or other documents relating to hazardous waste or pesticide management over the past five years.

9. All documents relating to equipment using PCBs, spills of PCBs, or worker exposure to PCBs, and all documents relating to the existence or removal of asbestos.

10. Any public records reflecting existing or recent environmental problems.

N. Receivables

1. Brief description of customary sales credit terms.

2. Brief description of aging of accounts receivable, giving collections since aging date and brief statement of reasons for receivables in excess of \$25,000 past due.

3. Names of customers owing in excess of \$25,000.

4. Description of basis for establishing bad debt reserve.

O. Inventories

1. List of products and services currently sold by the Company and its subsidiaries, together with applicable prices and discounts.

2. Brief description of inventory pricing procedure.

3. List of major sources of supply for material, dollar purchases from each in the last fiscal year, and brief description of available alternative supply sources for material items.

P. Acquisition Documents and Sales of Securities

1. All other agreements pursuant to which the Company has acquired securities or has issued (or may be obligated to issue) securities.

2. All private placement memoranda, prospectuses, or other documentation

relating to the offering or acquisition by the Company of securities.

3. All reports to, documents filed with, and correspondence with the Securities and Exchange Commission for the past five years.
4. All reports to, documents filed with, and correspondence with any state securities commission.
5. All agreements and other documentation concerning any sale of material assets (including any agreements in principle) to which the Company is a party.
6. Copies of all agreements and plans entered into by the Company or any of its subsidiaries relating to the acquisition of, or merger with, a business, or an interest in any business, whether by acquisition of shares, acquisition of assets, or otherwise.

Q. Liabilities

1. List and brief description of all long-term and short-term indebtedness of the Company and each subsidiary.
2. List of guarantees or indemnity undertakings given by the Company or its subsidiaries.

R. Transactions with Officers, etc.

1. List and statement of amounts and other essential terms of any indebtedness or other obligations of or to the Company or its subsidiaries to or from any officer, director, stockholder, or employee.
2. List and description of assets or properties used by the Company in which any officer, director, stockholder, or employee has any interest.
3. List of all material transactions between the Company and its officers, directors, stockholders, or employees not disclosed under items P1 or P2.

S. Customers

List of major customers and suppliers, showing percentage of sales to each customer or supplier accounting for more than five percent of sales or any product line or service within the past fiscal year.

T. Filings and Reports

Copies of any recent filings with governmental agencies.

U. Licenses

1. List of all federal, state, local, and foreign governmental permits, licenses, and approvals (excluding those listed elsewhere herein) either held or required to be held by the Company or its subsidiaries for the conduct of their businesses.
2. All correspondence, reports, and notices relating to laws and regulations administered by any federal, state, local, or foreign governmental agency for the past five years.

V. Consents

1. List and brief description of any of the Company contracts, leases, security agreements, licenses, authorizations, etc., that may require the consent of any third party (including any governmental agency or instrumentality) to the proposed transactions.

2. Indicate any other notification required to be given to or consents required from any third party (including any governmental agency or instrumentality) in connection with the proposed transactions.

W. Miscellaneous

1. List of all bank accounts and safe deposit boxes, giving authorized signatories.

2. List of memberships in trade associations.

3. List of all requirements and obligations imposed on the Company by the proposed or effective rules and regulations of the Federal Trade Commission or any other governmental agency.