

**Kutchins, Robbins Diamond, Ltd. -- Due Diligence -- Allen Kutchins
(1) Organizational & Corp Documents**



Date	Action Item #	Action	Description	Assigned To	Requested Date of Completion	Actual Date of Completion	Notes
01.31.18		Charter Documents	Certified copies of the articles or certificate of incorporation, articles of organization and/or certificates of partnership (or equivalent documents) of the Company, including any amendments and restatements.	Name of Person	1.1.2018	4.29.2018	
		Bylaws, etc.	Bylaws, operating agreements and/or partnership agreements (or equivalent documents) of the Company, including any amendments and restatements.				
		Shareholder & Member Minutes	Minutes of all shareholder, member or partner meetings, including all consents to action without a meeting, since the Company's formation.				
		Board or Mgmt Committee Minutes	Minutes of all board or directors or managers meetings (and meetings of all permanent committees), member and management committee meetings held, and all consents to action without a meeting adopted, since the Company's formation.				
		Directors, Managers, Member, General Partners, etc.	List of the names, ages and addresses of current board or directors, managers or members (in the case of limited liability companies), general partners (in the case of partnerships), officers, and other management-level employees, and a description of the present and proposed management structure. List of the same for the past 5 years.				
		Committees	List of current committees of the board or directors, each committee's members and authority. List of the same for the past 5 years.				
		Shareholder List	List of current shareholders with (a) addresses, (b) total number of shares held, (c) accredited investor status, if any, (d) employee status, if any, and (e) relationship to other shareholders, if any. List of the same for the past 5 years.				
		Subsidiaries	List of (a) the Company's current subsidiaries, if any, including percentage of ownership and any other shareholders, (b) any other company currently controlled by or under common control with the Company and a description of the relationship, and (c) any other entities in which the Company currently holds, or has the right to acquire, more than a 5% equity interest. List of the same for the past 5 years.				
		Foreign Entity Qualifications	List of the states and countries in which the Company has done any business in or is or has been qualified to do business as a foreign corporation or entity, and a description of the operations of the Company in states or countries other than the state in which the Company is organized. Please include any states in which any employee lives and works and has lived and worked or any states in which the Company has or had any operations.				
		Organizational Chart	Organizational chart identifying the Company, its parent, subsidiaries, affiliates, and partners.				

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(2) Capitalization**



Date	Action Item #	Action	Description	Assigned To	Requested Date of Completion	Actual Date of Completion	Notes
		Stock / Interests / Units	Description of the classes of capital stock, membership or partnership interests or units, showing the number of shares, interests or units (a) authorized, and (b) issued and outstanding, for each class.				
		Stock Records	Copies of the stock, membership/partnership interests/units records and transfer books of the Company, including all current and past owners of any stock/interests/units or other outstanding securities, including addresses and number of shares/interests/units owned.				
		Rights to Purchase	Copies of all currently outstanding agreements, warrants, options, subscriptions or other rights to purchase stock/interests/units in the Company (other than employee stock option and ownership documents).				
		Employee Rights to Purchase	Copies of all employee stock option and stock ownership plans, together with sample option or grant letters or agreements and an itemization of shares and options authorized and issued under such plans, exercise prices, expiration dates and other material terms. Please list any documents, agreements or plans in which any terms may be considered "non-standard".				
		Agreements	Copies of all contracts, agreements or other instruments pursuant to which stock, interests or debt securities (other than debt to banks and other financial institutions) in the Company have been issued. Please list any documents, agreements or plans in which any terms may be considered "non-standard".				
		Shareholder and Investor Rights Agreements	Copies of all contracts and agreements among shareholders of the Company with respect to the voting, sale or other disposition of or other rights (including investor, co-sale, ROFR, tag along, drag along and other similar rights) related to the Company's stock interests/units.				
		Registration Rights Agreements	Copies of all agreements under which the Company has agreed to register its shares under federal or state securities laws.				
		Disclosure Documents	All placement memoranda, offering circulars and other disclosure documents relating to the nonpublic offering of securities by the Company.				
		Notice Documents	All agreements or similar documents in which any person or entity has or is given the right to notice of activities (including contemplated/proposed/potential activities) of the Company.				
		Securities Filings	Copies of all Form D's, exemption applications, notices, consents to service of process and other similar documents filed with the Securities and Exchange Commission or state securities authorities relating to registration requirements or securing an exemption from the registration requirements of the Securities Act of 1933 or state Blue Sky Laws.				
		Registration Statements	Copies of any registration statements filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933. Documents filed with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended, including all 10Ks and 10Qs.				
		Quarterly and Annual Reports	Copies of all Forms 10K, 10Q, proxy statements and other documents filed with the Securities and Exchange Commission under the Securities Exchange Act of 1934.				

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		Shareholder Reports	To the extent not included under Quarterly & Annual Reports (above), copies of all reports to and communications with shareholders, partners and members.				
		Placement Agreements	Copies of any agreements with securities brokers, underwriters, placement agents, or other securities professionals relating to the sale or placement of the Company's stock or interests.				
		Stock Certificates	A sample certificate of each class or series of stock and any other outstanding securities.				
		Restrictive Agreements	Any other documents that create or place restrictions on any stock or other securities of the Company.				
		409A and Other Valuations	Any documents or other information with respect to 409A or other valuations of the Company's stock.				
		Repurchase Agreements	Any documents or other agreements related to repurchase of stock or other securities of the Company.				
		83(b) Elections	Any documents or other agreements in which 83(b) elections are contemplated, described or detailed.				

**Kutchins, Robbins Diamond, Ltd. -- Due Diligence -- Allen Kutchins
(3) Financial Statements**



Date	Action Item #	Action	Description	Assigned To	Requested Date of Completion	Actual Date of Completion	Notes
		Annual Financial Statements	Copies of the Company's year-end financial statements, including balance sheet, income statement, cash flows and notes, for the most recent five fiscal years.				
		Interim Financial Statements	Copies of the Company's quarterly financial statements for the current fiscal year.				
		Auditors' Letters	Copies of all independent auditors' annual or other letters and reports to management or any other correspondence for the most recent five fiscal years. If no audit has been performed, copies of all independent accountants' annual or other letters or reports to management pursuant to all review or compilation engagements for the most recent five fiscal years.				
		Attorneys Letters	Copies of all attorneys' letters to the Company's certified public accountants for the most recent five fiscal years.				
		Changes in Accting Practices	A description of all changes in the Company's accounting practices within the last five fiscal years				
		Quality of Earnings	Provide copy of most recent quality of earnings report				

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(4) Other Financial Information**



Date	Action Item #	Action	Description	Assigned To	Requested Date of Completion	Actual Date of Completion	Notes
		Prepaid Expenses and Deposits	List and description of all of the Company's current prepaid expenses and deposits, including security and tax deposits				
		Bank Accounts	List of all bank or other deposit accounts and safe deposit boxes of the Company.				
		Aging Reports	Aging reports for the Company's accounts receivable, inventory and accounts payable as of the end of the last quarter				
		Inventory Valuation	A summary of inventory valuation and pricing methods, including description and accounting treatment of obsolete and unsalable inventories, work-in-process and raw materials				
		Dividends	List of all dividends paid to shareholders within the last five years				
		Budgets	Copies of internal operating and capital budgets for the last two fiscal years, the current fiscal year and the next fiscal year.				
		Capital Expenditures	List of material capital expenditures over the last three fiscal years.				
		R&D Expenditures	Detailed breakdown of research and development (R&D) expenses for the last three fiscal years. Including projects, processes and/or products completed or in-process as it relates to R&D expenses				
		S&M Expenses	Detailed breakdown of sales and marketing (S&M) expenses for the last three fiscal years				
		G&A Expenses	Detailed breakdown of general and administrative (G&A) expenses for the last three fiscal years.				
		Discounts and Refunds	Summary of sales returns, rebates, refunds, credit memos, discount programs and unusual terms offered to customers for the last three years				
		EBITDA Income	Historical EBITDA income including accounts or categories included for the past three fiscal years.				
		Write-offs	Any documents relating to material write downs or write offs other than in the ordinary course of business during the last three fiscal years.				
		Revenues and Margins	Description of revenue, gross margin and average selling price by product or service.				
		Accounting Complexities	A list of the company's five most complex or difficult accounting and reporting challenges, in management's opinion				

**Kutchins, Robbins Diamond, Ltd. -- Due Diligence -- Allen Kutchins
(5) Accounting**



Date	Action Item #	Action	Description	Assigned To	Requested Date of Completion	Actual Date of Completion	Notes
		Product Cost	Supply lists of all internal/external product and/or hardware bill of materials (BOMs)				
		Inventory by Location	Provide inventory on hand by location for any finished goods, work in progress, and/or raw materials				
		Non-Recurring Entries	Summary of all material non-recurring entries to any section of the income statement and/or balance sheet for the last three fiscal years				
		Doubtful Accounts	Description and background on allowance for doubtful account balances, bad debt expenses, and write-offs for the past three years				
		Inventory PO Commits	Provide documentation on any current purchase order (PO) commitments with suppliers				
		Fixed Assets	Provide detailed list of all fixed assets on the balance sheet; showing original cost, acquisition data, appraised value, net book value (NBV), depreciation methods and location for each item				
		Off Balance Sheet Liabilities	List any potential liabilities of the company that are not specifically listed on the balance sheet. This should include any instruments, arrangements or other transactions not reflected on the financial statements				
		Deferred or Accrued Assets	List of amounts and methods for any deferred or accrued assets on the balance sheet				
		Deferred or Accrued Liabilities	List of amounts and methods for any deferred or accrued liabilities on the balance sheet				

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(6) Disclosure**



Date	Action Item #	Action	Description	Assigned To	Requested Date of Completion	Actual Date of Completion	Notes
		Business Plans & Projections	Copies of all business plans, projections and estimates of the future financial performance, financial condition, business operations or marketing programs of the Company prepared by the Company or its accountants, investment bankers or consultants within the last five years, together with a description of the assumptions underlying such plans, projections and estimates (if not included therein)				
		Reports to Mgmt	Copies of all periodic or other reports prepared by management for the Board of Directors (or any committee thereof) or the management committee of the Company within the last five years				
		Other Reports	To the extent not included in (6) Business Plans & Projections and (6) Reports to Mgmt (both above), copies of any other analyses of the Company prepared within the last five years by the Company, investment bankers, engineers, management consultants, accountants, federal or state regulatory or insurance authorities or others, including appraisals, valuations of the Company, future plans, credit reports and other types of reports, financial or otherwise				

**Kutchins, Robbins Diamond, Ltd. -- Due Diligence -- Allen Kutchins
(7) Income Taxes**



Date	Action Item #	Action	Description	Assigned To	Requested Date of Completion	Actual Date of Completion	Notes
		Jurisdictions	List of jurisdictions where income tax returns are being filed by the Company				
		Returns	Copies of all federal, state, local and other tax returns of the Company, with all schedules and attachments for the most recent five fiscal years, and any extensions with respect thereto				
		Elections	Copies of all tax elections or designations made by the Company				
		Delinquencies & Notices	List of any delinquent federal, state, local and other tax payments whether or not now paid, including payroll taxes, sales and use taxes, and property taxes, and copies of any taxing authorities' notices regarding the same				
		Audits	Description of past and pending audit experiences (including copies of determination letters and any proposed audit adjustments related thereto)				
		Adverse Proceedings	List and description of all deficiencies, assessments, actions, suits, proceedings, investigations and claims (other than audits) pending or threatened against the Company relating to income taxes				
		Carryovers	List of carryover tax attributes of the Company (e.g., NOLs, capital losses, credits)				
		Letter Rulings	Copies of any letter rulings and tax opinions obtained within the last four years				
		State Apportionment	Schedule of state apportionment factors (payroll, property (rents) and sales) of the Company, by state				
		Tax Preparation	List of persons and firms that prepare the Company's income tax returns				
		UTP Descriptions	Management's written discussion of all uncertain tax positions reported or reportable to the IRS or with the company's audited financial statements and audited or unaudited tax returns for the most recent five fiscal or tax years				
		Agreements	Copies of all indemnification agreements, tax sharing or tax allocation agreements, or similar agreements, involving the Company and other members of an affiliated group, including joint venture agreements that have the effect of tax allocation agreements				

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(8) Other Taxes**



Date	Action Item #	Action	Description	Assigned To	Requested Date of Completion	Actual Date of Completion	Notes
		Sales Taxes	List of jurisdictions where sales, use, value added, excise and other taxes (other than income or property taxes) are being paid or collected and remitted by the Company, and copies of returns and supporting documentation for the last five fiscal years				
		Property Taxes	List of jurisdictions where property taxes are being paid and copies of the most recent tax statements				
		Adverse Proceedings	Copies and/or descriptions of all deficiencies, assessments, actions, suits, proceedings, investigations and claims relating to sales/use tax, property taxes, payroll taxes, value added taxes, excise taxes or other taxes (other than income taxes)				
		Tax on Transaction	A description of anticipated transfer taxes applicable to subject transaction.				

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(9) Indebtedness**



Date	Action Item #	Action	Description	Assigned To	Requested Date of Completion	Actual Date of Completion	Notes
		Documents	Copies of all contracts, agreements and other instruments relating to the borrowing of money or outstanding indebtedness of the Company (including loans, guarantees, lines of credit or letters of credit, mortgages, finance leases, sale and leaseback arrangements, installment purchases, deeds of trust or pledges).				
		Schedule of Indebtedness	Schedule of the current principal balance and payment history for all outstanding indebtedness of the Company				
		Loans to Third Parties	Copies of all contracts, agreements and related documents evidencing loans made (or guarantees or other accommodations provided) by the Company to third parties, including loans to shareholders and affiliates				
		Loans to Officers, Directors, Employees	Copies of all contracts, agreements and related documents evidencing loans made (or guarantees or other accommodations provided) by the Company to officers, directors or employees, or loans (or guarantees or other accommodations provided) by its officers, directors, shareholders, affiliates or employees to the Company				
		Security Agreements & Financing Statements	All security or similar agreements relating to assets of the Company, such as mortgages, pledges, liens or security interests (including any patent or trademark lien/security/notice filings with the PTO or equivalent governmental entity) in real or personal property (including agreements with third parties, such as deposit account control agreements with financial institutions or required landlord waivers/consents related to leases/warehouses/inventory), including a list of any states in which UCC financing statements (or equivalent) have been filed (and a copy of the UCC financing statements (or equivalent)) listing the Company as either the debtor or the secured party				
		Computations	Computations demonstrating compliance with covenants in existing financing documents				
		Correspondence	All material correspondence (including compliance reports from the Company and notices of default from the Company's lenders) to and from the Company's lenders during the past three years				

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(10) Customers and Suppliers**



Date	Action Item #	Action	Description	Assigned To	Requested Date of Completion	Actual Date of Completion	Notes
		Customer Contracts	Copies of all contracts with suppliers or customers that are material to the Company's business				
		Suppliers	List all key suppliers by dollar amount for the past three years, the total estimated annual purchases from each such supplier, and the address, telephone number and contact at each supplier listed				
		Customers	List all key customers by sales revenues for the past three years, the total estimated annual sales to each such customer, and the address, telephone number and contact at each customer listed				
		Customer Complaints	Copies of any customer complaints for the past three years and notices of reduction or termination of business				
		Warranties	Copies of all product warranties and warranty disclaimers extended to customers of the Company				
		Customer/Supplier Changes	List any reasons to believe there will be any material changes in relationships with any customers or suppliers				
		Sales Reps	List of all sales reps and their current list of customers they service				

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(11) Other Material Contracts**



Date	Action Item #	Action	Description	Assigned To	Requested Date of Completion	Actual Date of Completion	Notes
		Acquisition Agreements	Copies of all acquisition and sale documents, including asset purchase and sale, stock purchase and sale, merger and other similar agreements from the date of the Company's inception and the inception of all predecessor entities				
		Joint Ventures, etc.	Copies of all contracts and agreements relating to any joint venture, limited liability company, limited liability partnership, or general or limited partnership in which the Company holds less than a majority interest, strategic partnership agreements, and teaming arrangements				
		Management Agreements	Copies of all management, operating, and other agreements providing for the management, maintenance or servicing of any facilities or operations of the Company				
		Related Party Agreements	Copies of all contracts and agreements with related parties.				
		Sales	Copies of all sales commission, brokerage, marketing, advertising, distributorship, sales agency and other agreements relating to the sale or procurement of goods or services				
		Forms	Copies of the front and back of the Company's standard form of purchase order and invoice				
		Powers of Attorney	Copies of all powers of attorney granted to or by the Company				
		Franchise Agreements	Copies of all franchise agreements				
		License Agreements	Copies of all license and royalty agreements, both where Company is licensor and where Company is licensee				
		R&D Agreements	Copies of all letters or notices from creditors or others claiming that the Company is or may be in default under any contract				
		Construction	Copies of all contracts and agreements for the construction of facilities of the Company, including performance guarantees and other special arrangements				
		Confidentiality	Copies of all confidentiality, secrecy and nondisclosure agreements relating to technical, trade secret, confidential or other proprietary information				
		Warranties	Copies of all product warranties and disclaimers of warranties				
		Noncompetition, etc.	Copies of all noncompete agreements, all non-solicitation agreements and all similar agreements that restrict the Company's or any employee's (or former employee's) ability to operate or compete				
		Non-ordinary Course	All documents or other agreements or arrangements entered into outside the ordinary course of business				
		Indemnification	List any agreements (including any agreements that include provisions) to indemnify any third parties against any claims				

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(12) Insurance**



Date	Action Item #	Action	Description	Assigned To	Requested Date of Completion	Actual Date of Completion	Notes
		Insurance Policies	A list of and certificates of insurance for all insurance carried by the Company, including insurance for general liability, product liability, insurance on the life of any person, fire and casualty, lightning and extended coverage, business interruption, worker's compensation, unemployment compensation, and overseas activities. Include copies of insurance policies				
		Company as Additional Insured/Loss Payee	Copies of all certificates and other documents evidencing that the Company is an additional insured/loss payee or required to be an additional insured/loss payee on a third party's insurance policy				
		Third Parties as Additional Insured/Loss Payee	Copies of all certificates and other documents or agreements evidencing that any third party is an additional insured/loss payee or required to be an additional insured/loss payee on any Company insurance policy and any documents or agreements in which the Company is required to carry insurance.				
		Self-Insurance	Any self-insurance documents and actuaries' reports				
		Losses	A description of casualties or other losses for the last five years, including the type of insurance coverage, deductibles paid, application of any coverage limits, whether the insurer was notified, and any partial or full denial of coverage. Should include most recent insurer claims report				
		Other Claims	Documents that describe any other claims against, or other liabilities of, the Company or potential claims or liabilities				

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(13) Real and Personal Property**



Date	Action Item #	Action	Description	Assigned To	Requested Date of Completion	Actual Date of Completion	Notes
		Description of Owned & Leased Real Property	List of all real property, indicating whether it is owned or leased by the Company, including street address, legal description, a brief description of use of property, and date of purchase or lease				
		Documents	Description and copies of all warranty deeds, mortgages, deeds of trust, real estate contracts, leases, subleases, assignments, easements, water rights, access rights, licenses, liens or encumbrances relating to any owned or leased real property, including any descriptions, term sheets, letters of intent, option agreements, draft lease documentation, earnest money agreements or other agreements with respect to any real property under consideration or negotiation				
		Title Insurance	Copies of any title insurance policies or surveys relating to any owned or leased real property				
		Owned and Leased Personal Property	List of all equipment, machinery, furniture, fixtures and other tangible personal property, such as molds and toolings, indicating whether it is owned, leased or used by the Company, condition, any undischarged liability in respect thereof and geographical location				
		Equipment Leases	Copies of material leases of equipment and other personal property.				
		Appraisals	Copies of all appraisals of the Company's real or personal property				
		Vehicles	List of all vehicles, airplanes and boats owned or leased by the Company and copies of the titles for such items				
		Purchase Agreements	Copies of (a) any contracts for the purchase or sale of property, plant or equipment of the Company, (b) any options or rights to first refusal to purchase or sell, and (c) any related indemnity agreements				
		Title Documents	All documents of title for material assets				

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(14) Intellectual Property**



Date	Action Item #	Action	Description	Assigned To	Requested Date of Completion	Actual Date of Completion	Notes
		Patent Documents	List and copies of documents evidencing, or applications for, all of the Company's patents (including descriptive titles, serial and registration numbers, jurisdiction, inventors, filing dates, issue dates, priority claims, termination dates and whether the patent is licensed or owned), registered and unregistered trademarks, trade names and service marks (including serial and registration numbers, jurisdiction, filing dates, issue dates and goods and services covered) and copyrights (including registrations and applications pending), internet domain names and other proprietary rights				
		Intellectual Property Rights Documents	Copies of all ownership and assignment documents (recorded and unrecorded) of the intellectual property rights listed in (13) Description of Owned & Leased Real Property				
		Power of Attorneys Granted	Copies of all powers of attorneys granted to U.S. and foreign law firms in connection with the prosecution of the rights listed in (13) Description of Owned & Leased Real Property				
		Intellectual Property Licenses	Copies of all licenses or other agreements relating to the intellectual property described in (13) Description of Owned & Leased Real Property				
		Intellectual Property Rosters	List of all people (whether or not employees) and entities that have developed or helped develop any intellectual property for the Company, and copies of all related intellectual property assignments				
		Infringement Claims	Description of any past, pending or threatened infringement claims by or against the Company				
		Attorney Intellectual Property Documents	Copies of all opinions of counsel regarding validity, infringement or non-infringement of the intellectual property rights listed in (13) Description of Owned & Leased Real Property, and of any intellectual property rights of any third party.				
		License Agreements	Copies of all license agreements for the Company's computer systems, software and services, trade secrets or other technology, and any other agreements related to those agreements. Include separate escrow agreements, if any				
		Software Development	List of all software developed and/or owned by the Company or by any of its employees or contractors				
		Software Maintenance Agreements	Copies of all software maintenance agreements presently in effect				
		Website	List of all Company web sites, including blogs				
		Social Media	List of all Company social networking accounts (Facebook, LinkedIn, Twitter, etc.)				
		Invention	Copies of all employee and nonemployee invention, confidentiality or nondisclosure agreements to which the Company is a party				

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		Confidential/Proprietary Policy	Copies of the Company's corporate policy and procedures regarding the handling of confidential and proprietary information (including confidential and proprietary information of others) of others				
		Third-Party Software	Copy of the Company's corporate policy and procedures regarding the use and authorized copying of third-party software				
		Sharing Development Agreements	Copies of all technology sharing agreements or joint development agreements				
		Product Introduction Programs	Copies of the Company's corporate policy and procedures for the identification of potential conflicts with the intellectual property rights of others in connection with new product introduction programs				

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(15) Environmental**



Date	Action Item #	Action	Description	Assigned To	Requested Date of Completion	Actual Date of Completion	Notes
		Assessments & Audits	Copies of all environmental assessments or audits done by the Company or any third parties				
		Problems & Remediation	List of all known, suspected or claimed past or present environmental issues on any real property owned, leased or used by the Company and description of any remediation action taken				
		Permits & Licenses	List of all licenses, permits, consents, permissions or authorizations issued in connection with any operations or processes, storage or disposal of waste, discharge of water, storage tanks and hazardous substances used or stored on any of the Company's properties or premises				
		Government Notices	List of all notices and other communications from any local or regulatory authority relating to the condition of any of the Company's properties or premises				
		Breaches & Noncompliance	Description of any breaches of or noncompliance with any licenses, consents, permissions or authorizations; incidents or accidents which have or may have resulted at any time in leakages from any of the properties into water, air or land; and any litigation pending or threatened in respect of any environmental matters arising out of the business or any of the properties				
		Inspections	A list describing any pending city or state inspections for any part(s) of the Company's properties or premises and whether there are any occupied areas that have not received final inspection or a final certificate of occupancy				
		HazMat	A list of all hazardous materials used or stored on any real property owned, leased or used by the Company, including any underground storage tanks				
		Waste Disposal	A list and description of the Company's current waste disposal practices, including what types of waste are disposed of and how they are disposed. Include copies of any and all manifests prepared for all hazardous waste generated by the Company and copies of any and all notices of violation of any environmental laws for any facility previously or presently operated by the Company				
		Env. Impact Statements	Copies of each Environmental Impact Statement, and any supplements, related to the real property owned, leased or used by the Company				

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(16) Employee Matters**



Date	Action Item #	Action	Description	Assigned To	Requested Date of Completion	Actual Date of Completion	Notes
		Employees	List of the Company's employees, including with respect to each employee: (a) date of hire; (b) position currently held, (c) monthly salary or wages, and all other compensation (d) exempt or nonexempt status, (e) whether the employee is subject to a written employment agreement, (f) whether the employee is (i) a U.S. citizen, a (ii) U.S. resident alien ("green card" holder), or (iii) neither, and (g) any U.S. security clearances/authorizations (DoD, FBI, etc.).				
		Consultants, etc.	List of the Company's consultants, independent contractors and agents, including with respect to each such person: (b) date of engagement, (b) term of engagement, (c) nature of duties/services, (d) whether the individual's engagement is subject to a written agreement (and, if so, provide a copy of all such agreements), and, if known, (e) whether the individual is (i) a U.S. citizen, a (ii) U.S. resident alien ("green card" holder), or (iii) neither				
		Management	With respect to all management-level and above employees, in addition to the above: (a) the effective date of their current salary; (b) salary/bonus history for the last 3 years; (c) noncash compensation, and (d) copies of severance/change of control arrangements				
		Employment, etc. Agreements	Copies of all offer letters, employment agreements, independent contractor agreements, consulting agreements, agency agreements, noncompete agreements (including any agreements that restrict an employee/contractor/former employee from doing work with or for the Company), confidentiality and nondisclosure agreements and similar agreements				
		Transactions with Management	All contracts or agreements with or pertaining to the Company and to which directors, officers or stockholders or the Company are parties, and all documents relating to any other transactions between the Company and any director, officer or stockholder of the Company				
		Bonuses & Other Commitments	Copies of any written commitments, or description or any oral commitments by or from the Company to employees regarding pay increases, promotions or bonuses				
		CBAs	Copies of all of the Company's labor and collective bargaining agreements and any other contracts with unions. Also, list any labor organizations that represent the Company's employees or have sought to represent the Company's employees within the last five years and describe all past or pending union organizing efforts				
		Union Arbitration	A listing and brief summary of all arbitration decisions and grievances under any collective bargaining agreement filed or rendered with respect to the Company during the last five years				
		Worker's Compensation	A list describing all of the Company's work-related accidents and related workers compensation costs over the past five years				
		Employee Compensation	Schedule of all compensation paid to the Company's officers and directors for the most recent fiscal year showing separately salary, bonuses and noncash compensation (i.e., use of cars, property, etc.).				

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		Strikes	List of any strikes, unusual labor relationships, work stoppages, or employment-related proceedings involving or relating to the Company during the last three years				
		Immigration	List of all Company employees who are not U.S. citizens or U.S. resident aliens (green card holders), a description of the type of U.S. visa that they hold, and expiration date of any visas				
		E-Verify	Copies of all written agreement, forms and other documents evidencing that the Company participates in the E-Verify Program				
		Commissions	Detailed description of any Company commission compensation program and a list of all Company employees currently being compensated under such program				
		D&O Insurance & Indemnification	Description of indemnification arrangements with the Company's officers and directors, including insurance coverage, employee bonds, etc				
		Employee Manuals, etc.	Copies of all of the Company's employee manuals, handbooks, guides, terms and conditions, policies and procedures				
		Worker's Comp Claims	Description of all workers' compensation claims involving the Company for the past five years				
		Drug Testing Policies	Description of the Company's drug testing policies and procedures.				
		Employee Screening Policies	Description of the Company's policies and procedures for employee background screening, vetting and any other due diligence of employees				
		Vacation Accruals	Description of the Company's outstanding vacation accruals as of last fiscal year end				
		Worker Health & Safety Policies	Description of the Company's policies or procedures relating to worker health and safety at any of the Company properties, and copies of all documents evidencing that the Company maintains a workplace safety committee				
		Affirmative Action	Copies of all Company written Affirmative Action Plans, statements, and policies for the past five years				
		EEO_1 Reports	Copies of all Company EEO-1 reports for the past five years				
		VETS-100/VETS-100A Reports	Copies of all Company VETS-100/VETS 100A Reports for the past five years				
		Agency Correspondence	All correspondence with the Department of Labor, Office of Federal Contract Compliance, Equal Opportunity Commission, and state labor/labor agencies relating to any Company employees or applicants for employment				
		Schedule Meeting	Schedule a meeting with [HR] to create an action plan to complete all action items outlined on 16 and 17				

**Kutchins, Robbins Diamond, Ltd. -- Due Diligence -- Allen Kutchins
(17) Employee Benefits**



Date	Action Item #	Action	Description	Assigned To	Requested Date of Completion	Actual Date of Completion	Notes
		Plans	A list of and copies of all 401(k) plans, pension plans and profit sharing, bonus, stock option, purchase and warrant, incentive or deferred compensation, ERISA and other employee benefit plans or agreements of the Company and a description of any unwritten plans or programs, and any other documents providing for the grant of stock, stock options or warrants to employees, officers or directors.				
		Agreements	Current trust agreements, insurance contracts, and all other material documents relating to the funding of, or payment of benefits under, the benefits plans identified in 16 (Employees)				
		Agency Correspondence	All correspondence with the IRS, Department of Labor, or Pension Benefit Guaranty Corporation regarding any audit or agency investigation of any employee benefit or pension plan during the last five years				
		Annual Report	The latest annual report (IRS Form 5500) for each employee benefit plan. Also, a schedule of all plan investments and transactions with related parties with respect to such plans, including any borrowing from such plans by the Company or its principals.				
		Determination Letters	The most recent favorable IRS tax determination letter for each tax-qualified retirement plan				
		Severance Agreements	All severance agreements and policies, including a description of any oral agreements and policies, and a list of all severance benefits paid within the last year, including recipient and amount				
		Medical & Group Life Plans	Copies of medical and group life plans				
		Other Benefit Plans	List and copies of health and welfare, life, and disability insurance, employment liability insurance				

**Kutchins, Robbins Diamond, Ltd. -- Due Diligence -- Allen Kutchins
(18) Permits/Noncompliance/Claims/Litigation**



Date	Action Item #	Action	Description	Assigned To	Requested Date of Completion	Actual Date of Completion	Notes
			All permits for conduct of business, including licenses franchises and concessions, including any current or pending governmental permits, licenses, grants and tax concessions or certificates				
			Description of any suspended or revoked permit, authorization or license, or other noncompliance thereof				
			List of all past, present and anticipated investigations, non-routine audits and governmental proceedings and copies of all citations and notices received from government agencies and reports to and correspondence with government agencies.				
			Description and copies of all reports, notices and correspondence regarding any alleged violation of governmental regulations, rules or laws				
			Description of all anticipated, threatened or pending litigation, claims and administrative or other proceedings, and copies of all related documents				
			Description of all concluded or settled litigation, claims, arbitrations, proceedings or investigations and copies of related consent decrees, settlement agreements, injunctions, orders or judgments for the last five years				
			Description of any known felony convictions, plea bargains, or other criminal actions regarding any management-level or above employee, officer or director of the Company				
			To the extent not already identified above, all reports filed and material correspondence with any governmental agencies, including but not limited to the SEC, and the Company or any officer or director of the Company, for the past five years.				
			Summary of OSHA inquiries and their disposition for past three years				
			Summary of EPA, EEO, and other governmental agency inquiries, investigations, actions or proceedings involving the Company, and their disposition, for the past three years				
			Material reports to government agencies by the Company or its personnel for the past three years (e.g., OSHA, EPA).				
			Any consent order, consent decree, settlement, agreement and pleading relating to any environmental matter				
			A list of all penalties, fines and other assessments against the Company imposed by any government agency, department or entity for alleged non-compliance with any law, rule, standard or regulation				
			A description of all waivers or agreements canceling or surrendering claims or rights of substantial value				

**Kutchins, Robbins Diamond, Ltd. -- Due Diligence -- Allen Kutchins
(19) Government Contracts**



Date	Action Item #	Action	Description	Assigned To	Requested Date of Completion	Actual Date of Completion	Notes
			A list and copies of all of the Company's past and present contracts, agreements, arrangements and understandings with government agencies, departments, or other entities, including the exercise or non-exercise of options to extend or renew such contracts, agreements, arrangements and understandings				
			A list and copies of all of the Company's proposals to any and all government agencies, departments or other entities, including but not limited to the Company's responses to government requests for information, requests for proposals and any other government solicitations				
			A list and copies of all subcontracts under government contracts to which the Company is or has been a party				
			Copies of all documents evidencing that the Company has been determined by any government agency, department or entity to be a Small Business, HUD Zone, Section 8(a), women-owned or other similar status, and a list of all contract set-asides awarded to the Company				
			Copies of all communications, determinations, agreements or other writings evidencing any rights or claimed rights by any government agency, department or other entity to any of the intellectual property rights of the Company				
			Copies of all documents evidencing that the Company, or any of its personnel, are, have been or may be the subject of any government debarment, suspension or other ineligibility proceedings, investigations or actions				
			Copies of all Company's government ethics/integrity compliance plans, guidelines, policies and procedures, and a description of all related training of the Company's personnel				
			Copies of all documents evidence that the Company, or any of its personnel, are, have been or may be the subject of any government proceeding, investigation or action relating to ethics, including but not limited to gratuities and conflicts of interest				
			Description of any exceptions to the Company's ability to certify to the matters set forth in Federal Acquisition Regulation 52.209-5, Certification Regarding Responsibility Matters (April 2010).				
			A list of the Company's government contracts that require performance by Company personnel under a "classified" or above security clearance				
			A list of all the Company's government contracts that have been terminated by the government, along with a description of the stated basis(es) for each such termination and, for each such termination, a statement of whether the Company sought and recovered costs from the government				
			Copy of the Company's entries in the System for Award Management ("SAM").				
			Copy of all entries relating to the Company in the Federal Awardee performance and Integrity Information System ("FAPIS").				

Kutchins, Robbins Diamond, Ltd. -- Due Diligence -- Allen Kutchins

			Copies of the Company's cost/pricing data provided to any government agency, department or other entity, along with all Company certifications regarding such cost/pricing data				
			Copies of the Company's GSA Schedule contract, a listing of all products listed for sale on such contract, copies of the Company's Industrial Funding Fee ("IFF") reports, copies of GSA audits/reports, and copies of any communications with the GSA regarding any alleged delinquency or deficiency in payment of the IFF				
			A list of the country of origin of all items offered for sale to the federal government and a description of all requirements imposed by the Company on its vendors, suppliers and other providers under the Buy American Act or the Trade Agreements Act.				
			A description of all past, pending and anticipated claims by or against the Company and any government department, agency or entity				
			Copies of all government orders for the purchase of Company's products or services, for the past five years				
			Copies of documents evidencing modifications, amendments or changes to any government contracts with the Company, as well as copies of all documents relating to Requests for Equitable Adjustment by the Company, for the past five years.				

**Kutchins, Robbins Diamond, Ltd. -- Due Diligence -- Allen Kutchins
(20) Government Affairs**



Date	Action Item #	Action	Description	Assigned To	Requested Date of Completion	Actual Date of Completion	Notes
			A list of all Company employees who are registered lobbyists at the federal, state, local or foreign levels, along with copies of all related government filings and communications, for the past five years				
			A list of all third-party lobbyists engaged by the Company at the federal, state, local or foreign levels, along with copies of all related government filings and communications, for the past three years				
			A copy of all documents relating to the formation, operation and conduct of any political action committee ("PAC") established or maintained by the Company, along with copies of all related government filings (including disclosure reports) and communications, for the past five years				
			A description of the Company's dealings with Covered Executive Branch Officials and Covered Legislative Branch officials, as those terms are defined and used under the Lobbying Disclosure Act, for the past five years				

**Kutchins, Robbins Diamond, Ltd. -- Due Diligence -- Allen Kutchins
(21) International Business**



Date	Action Item #	Action	Description	Assigned To	Requested Date of Completion	Actual Date of Completion	Notes
			A list and description of all Company business conducted outside of the Continental United States ("CONUS"), including, separately for each, identification of (a) parties, (b) personnel, (c) nature of business, (d) countries/jurisdictions, (e) contracts, agreements, understandings and commitments, and (f) present status and future prospects				
			Copies of all written international contracts, agreements, understandings and commitments				
			Copies of the Company's compliance plans, guidelines, policies and procedures, and a description of all related training of the Company's personnel. Relating to the Foreign Corrupt Practices Act ("FCPA")/improper payments				
			Copies of all written certifications from Company employees, consultants, independent contractors and agents for compliance with the FCPA and similar laws				
			A listing of all companies and individuals who serve as foreign sales representatives, distributors, consultants or foreign manufacturers or suppliers				
			Copies of all documents evidencing due diligence and other inquiries into foreign entities with which the Company contemplates doing business				
			Copies of all licenses, registrations, permits, permissions and authorizations for your Company to do business in jurisdictions outside of CONUS				
			Copies of all written contracts, agreements and understandings with foreign entities, and all orders from such entities for the purchase of the Company's products and services				
			A description of the Company's dealings with foreign customs officials and foreign tax authorities, for the past five years				
			A description of the accounting practices and internal controls followed by the Company's international subsidiaries				
			A description of how the Company monitors its international subsidiaries, employees, consultants, independent contractors, agents, and business partners for compliance with applicable accounting policies, ethics and internal controls				

**Kutchins, Robbins Diamond, Ltd. -- Due Diligence -- Allen Kutchins
(22) Exports**



Date	Action Item #	Action	Description	Assigned To	Requested Date of Completion	Actual Date of Completion	Notes
			A list of all goods, services, software and technology that the Company has exported from the United States (including any "deemed exports") in the past five years, along with identification of which qualify as defense goods and services under the International Traffic in Arms Regulations ("ITAR").				
			A list of all international sales made by the Company, in the past five years				
			Copies of all ITAR-related or –required registrations and other filings with the U.S. Department of State, including all accompanying documentation, and copies of all government communications and determinations relating to such filings				
			Copies of the Company's export compliance plans, programs, policies and procedures				
			A description of how the Company conducts export control training of its relevant employees, independent contractors, consultants, agents and partners, and copies of all documents evidencing such training				
			Copies of all Commodity Jurisdiction Requests and Classification Requests, including all accompanying documentation, and copies of all government communications and determinations relating to such requests				
			Copies of the Company's Anti-Boycott Compliance plans, programs, policies and procedures				
			A description of how the Company conducts Anti-Boycott Compliance training of its relevant employees, independent contractors, consultants, agents and partners, and copies of all documents evidencing such training				
			Copies of all Company export licenses, for the past five years				
			A list of all export control classifications of the Company's goods, services, technology and software				

**Kutchins, Robbins Diamond, Ltd. -- Due Diligence -- Allen Kutchins
(23) Info Security and Privacy**



Date	Action Item #	Action	Description	Assigned To	Requested Date of Completion	Actual Date of Completion	Notes
			A list and description of the categories of all third-party data collected, used, accessed, controlled, or stored by the Company, including Personally Identifiable Information ("PII") and customer information, for the past five years				
			A list of all third-party data collected, used, accessed, controlled, or stored by the Company to which a right of ownership and/or control is asserted or established by any government department, agency or entity				
			Copies of all Company privacy and information assurance plans, programs, policies and procedures				
			A description of how the Company conducts privacy and information assurance training of its relevant employees, independent contractors, consultants, agents and partners, and copies of all documents evidencing such training				
			Copies of all privacy or information security reviews, evaluations, findings and determinations of or relating to the Company, by any government, trade association or industry department, agency or entity, for the past five years				
			A list of, and all copies of documents relating to (a) all data breaches of third-party data collected, used, accessed, controlled, or stored by the Company, (b) the Company's response to each such data breach, (c) the resolution of each such breach, and (d) any government findings or determinations of or relating to each such breach, for the past five years				
			Copies of all internal and external reviews, investigations, audits or analyses of the Company's information system(s), including under DIACAP, DITSCAP or Payment Industry Standards, for the past five years				
			Copies of any certifications or accreditations related to information security by any private industry or government entities such as NIST, DIAPAC, PCI DSS, etc.				
			Technical documentation regarding information security including network and system topography, data flow diagrams, etc				

**Kutchins, Robbins Diamond, Ltd. -- Due Diligence -- Allen Kutchins
(24) Other Information**



Date	Action Item #	Action	Description	Assigned To	Requested Date of Completion	Actual Date of Completion	Notes
			Documents on all brochures, reports, studies (including market or feasibility) or publications relating to or describing the Company or its products or services, including sales and marketing literature				
			Press clippings, articles and releases relating to the Company and the industry for the past five years				
			Any studies, documents, reports or memoranda prepared for or by the Company which were material to the decision by the Company to develop or not develop a material product or service or to enter or not enter a material new business, service or industry				
			Description of any existing, pending or planned legislation or rules or regulations which may affect the Company's products, services or industry				
			Any other document or information which, in the judgment of the officers or other management of the Company, are significant or which may cause an adverse effect on the business, including upon any transfer of assets or sale of the Company or the Company's stock or other securities				