**CORPORATE ORGANIZATION**

* Organizational documents

1. Corporate organizational chart showing subsidiaries
2. Charter including amendments, supplements and exhibits
3. By-laws
4. Minutes of meetings of Board of Directors
5. Minutes of meetings of Board Committees
6. Minutes of meetings of Shareholders
7. Stock Option Plan
8. Form of ISO/NQO
9. Good standing certificates or equivalent from entity jurisdiction of incorporation and other jurisdictions in which it is qualified to do business

* Shareholder matters/other non-debt securities

1. List of shareholders of the Company and number and type of shares held
2. List of shareholders of each Company subsidiary and number and type of shares held
3. Shareholder agreements, if any (including, voting agreements, demand or piggyback registration rights, restrictions on resale, etc.)
4. List of outstanding options to purchase stock of the Company, warrants, convertible or exchangeable securities rights plans and other non-debt securities issued by the Company and the holders, the grant date and the exercise or conversion price for each; and copies of agreements for each

**CORPORATE GOVERNANCE MATTERS**

* Code of Ethics

1. Code of Ethics for executive officers and directors
2. Waivers from the code of ethics for executive officers and directors

* Corporate Governance Guidelines

**PRIVATE SECURITIES OFFERING AND FINANCING DOCUMENTS**

* Offering circulars, private placement memoranda, bank books and any other disclosure documents related to the offering of securities or the obtaining of financing of the Company

1. Series A
2. Series B
3. Series C

**INDEBTEDNESS, CAPITAL LEASES AND OTHER FINANCING ARRANGEMENTS**

* Material credit agreements, debt instruments, capital leases, sale-leaseback agreements, deferred purchase price agreements, guarantees, and reimbursement agreements for letters of credit
* Other material agreements with creditors
* Schedules, reports or other computations as to compliance with covenants in any existing financing arrangements
* Presentations given to lenders or potential lenders since the beginning of the Company s last full fiscal year

**OTHER MATERIAL AGREEMENTS**

* Agreements accounting for 10% or more of the Company’s revenues in any business segment, agreements with the Company’s top 10 customers
* Form agreements, if any, covering a material portion of the Company s revenues, and list of any regular departures from standard provisions
* Material supply or service agreements
* Agreements relating to material acquisitions or dispositions (including spin-offs), restructurings or reorganizations within last five years, including any disclosure schedules attached to such agreements
* Engagement letters with financial advisors
* Joint venture, partnership or similar agreements
* Agreements limiting the ability of the Company or its subsidiaries to compete in any business with any person or in any particular area
* Agreements, including any indemnification agreements, between companies in the group or with other related parties
* Any other material agreements or arrangements

**EMPLOYEE, OFFICER AND DIRECTOR MATTERS**

* Organizational Chart
* List of Employees
* List of Directors
* Historical and Projected Headcount by Function and Location
* Summary Biographies of Senior Management, including Employment History, Service with the Company, Years in Current Position
* Key unfilled vacancies
* Employment, change in control , severance, retirement, retention or consulting agreements or arrangements with directors or executive officers of the Company
* Company benefit plans
* Agreements relating to any transaction or series of transactions or any other business relationship between a director or executive officer and the Company and its subsidiaries involving more than $100,000
* Summary of any outstanding loans to directors or executive officers of the Company
* Information as to outstanding employee or director stock options, stock appreciation rights, restricted stock and other forms of equity-based compensation,

1. schedule of holders, amount of stock, grant date, vesting schedule and exercise price
2. copies of plans, forms of award documents and grant history or any disclosure provided to participants

* Any other employee compensation, retirement, benefit or similar plans, identifying those in which any director or executive officer of the Company participates (other than group life, medical and relocation plans available to all employees on the same basis)
* List of any material disputes, grievances, complaints, investigations and other proceedings involving wages, hours, collective bargaining, unemployment compensation, worker s compensation, equal employment opportunity, age and disability discrimination, sexual harassment, immigration control, employee classification, payment and withholding of taxes, continuation coverage with respect to group health plans and occupational safety and health matters

1. Personnel turnover data for last two year

* List of any other material labor or employment-related disputes, grievances, arbitrations and litigation (*e.g.*, labor strikes, slowdowns or stoppages; charges or complaints of unfair labor practices; etc.)
* List of any significant layoffs within the past 90 days, whether or not such layoffs constitute a plant closing or a mass layoff under the WARN Act
* Discuss relevant employment regulations

**ASSETS**

* Real Property

1. List of real property owned by the Company, its subsidiaries or any predecessors together with location and brief description, copies of purchase agreements
2. List of real property leased by the Company or its subsidiaries, together with location and brief description, copies of lease agreements and, if available, a summary of date, term and termination rights, assignability, renewal rights and rent

* Tangible Personal Property

1. List of material personal property owned by the Company or its subsidiaries, together with any security interests or other encumbrances thereon
2. List of material personal property leased by the Company or its subsidiaries, together with location and brief description, copies of lease agreements and, if available, a summary of date, term and termination rights, assignability, renewal rights and rent

* Intellectual Property

1. Material agreements for licensing of intellectual property to third parties
2. Material agreements for licensing of intellectual property from third parties
3. Correspondence or reports regarding actual or threatened claims or potential claims of infringement by the Company or its subsidiaries or their customers of, or any other disputes or controversies with respect to, the intellectual property rights of others
4. Correspondence or reports regarding actual or threatened infringement by any other parties of, or any other disputes or controversies with respect to, the Company s intellectual property rights

* Information Technology

1. Disaster recovery programs and service agreements

**INSURANCE**

* Descriptive list of all material insurance arrangements (including property damage, third-party liability, director and officer and key employee insurance) setting forth insurer, nature of risks covered, insured amounts and deductibles
* Summary of claims experience under insurance policies for last five years

**ACCOUNTING MATTERS**

* Any material communications between the auditors and the Audit Committee (last five years), including:

1. Auditors annual management letters and management responses thereto
2. Communications by the auditors with the Company pursuant to Statement of Auditing Standards Nos. 60 and 61 or any other communications from the auditors to the Company concerning internal control structure or accounting issues issued since the beginning of the Company s last full fiscal year
3. ISB No. 1 letters from auditors to the Audit Committee on independence issues

* Company representation letters to auditors (last five years)
* Audit Committee policies and procedures regarding the preapproval of services to be provided by the auditors

**REGULATORY/TAX MATTERS**

* List of principal regulatory schemes to which the Company is subject
* List of principal tax schemes to which the Company is subject
* List of principal regulatory schemes to which the Company’s customers are subject
* Descriptive list of any material U.S. federal, state or local or non-U.S. governmental licenses or permits
* Documents, including correspondence and filings, relating to current status of relationships with regulators

**PROCEEDINGS AND LITIGATION**

* Lawyers litigation letters prepared for auditors (last five years)
* Description of any material litigation, disputes or claims (either pending, threatened or contemplated)
* Description of any material disputes or proceedings (pending, threatened or contemplated) with governmental agencies (U.S. federal, state or local or non-U.S.)
* Material consent decrees, judgments, other decrees or orders, settlement agreements or similar matters within the last five years
* Description of any litigation involving an executive officer or director concerning bankruptcy, crimes, violations of securities or commodity laws or business practices within the last five years

**ENVIRONMENTAL MATTERS**

* Descriptive list of each facility or real property now or previously owned, leased or operated by the Company or any of its predecessors
* Currently required material environmental permits, authorizations and licenses relating to the Company for which renewal is a problem or other material issues have been identified
* Complaints, notices of violations, potentially responsible party notices, consent orders, correspondence, requests for information or other documents in connection with any pending or threatened environmental or health and safety litigation, proceeding, investigation or hearing. Descriptive list of any actual or threatened proceeding with any governmental agency (and related documentation) which may result in a fine or penalty in excess of $100,000
* Indemnities received or given by the Company relating to any acquisitions, divestitures, sales, closures, lease terminations or discontinuances of any subsidiary, facility, property, joint venture, partnership, division, line of business, corporation or asset
* Environmental reports, spill reports, audits (including internal audits), sampling, testing, analyses and investigations of which the Company has knowledge with respect to any previously or presently owned, leased or operated facility or site or with respect to any state or federal Superfund or other clean-up sites with respect to which the Company is involved
* Insurance policies covering environmental matters and description of any potential claims under insurance policies for environmental liabilities
* List of historical, actual and budgeted compliance expenses and capital expenditure items relating to environmental or health and safety matters for the past three years and for the next three years
* List of any reserves (including the amount and nature thereof) taken with respect to environmental or health and safety matters and the periods for which such reserves will be expended
* Environmental statements or policies adopted by the Company

**ANALYSTS REPORTS/INDUSTRY STUDIES**

* Industry studies by independent consultants

**OTHER**

* Product marketing brochures, product warranties
* Reports, studies or other documents to be cited in the offering document or registration statement or used as sources of information for statements made in the offering document or registration statement
* Engineering, management or similar reports or memoranda relating to broad aspects of the business, operations or products of the Company prepared within the past 12 months for or by the Company
* Studies, documents, reports or memoranda prepared for or by the Company that were material to the decision by the Company to develop a material product or to enter a material new business segment
* Any other documents that, in the Company s judgment, are significant with respect to the business, financial condition, results of operations or prospects of the Company and which may be material

**FINANCIAL INFORMATION**

* Annual and Quarterly Financial Information prior two years

1. Historical quarterly income statements and annual balance sheets, cash flows and footnotes
   1. Historical predictability (actual vs. budget)
   2. Key Metrics (Revenue / Inventory)

* Breakdown of Sales by:

1. Geographic location
2. Major customers
3. Product/Service category
4. Channels

* Customer Detail

1. List of customers and revenue contribution
2. Any related party customer transactions

* Balance Sheet Detail for the Most Recent Period:

1. Detail of current assets
2. Fixed assets
3. Depreciation
4. Accounts receivable (including aging schedule)

* Industry and Company Pricing Policies
* Historical Predictability/Visibility of Business
* Financial Projections

1. Quarterly projections
2. Long-term business model
   1. Revenue by customers, geography, and channel
3. Pricing assumptions and sensitivities
4. Major growth drivers and prospects
5. Risks to model (strategic partnership dependency, deployment schedule)
6. Other economic assumptions underlying projections
7. Explanation of projected capex and working capital requirements

* Acquisitions / Divestitures

1. Acquisition strategy going forward

* Other Financial Information

1. Summary of current federal, state and foreign tax positions
2. Discuss general accounting policies
3. Description of any critical contracts
4. Description of current equipment leasing programs
5. Current backlog

**INDUSTRY OVERVIEW AND COMPETITION**

* Overview of the industry and competitive landscape

1. Current company positioning compared to competitors

* Market trends / growth trends and outlook

1. Discuss key market segments (commercial & industrial, residential, etc.)

* Market position / share (management discussion and statistics from 3rd party sources)
* Key competitors (current and anticipated competitors) / market segmentation / pricing trends by segments
* Competitive advantages / disadvantages of products
* Describe the linkage between the Company’s business plan, marketing effort, and its desired strategic position against the competition
* Describe key success factors in your industry, including the key drivers affecting the profitability of your business
* Detailed description of joint ventures / alliances including financial details
* Any technology advancement or innovation in the market place that may potentially threaten the Company in the future?

**PRODUCTS AND TECHNOLOGY**

* Description of core technology and product offerings
* Current advantages / disadvantages of core technology
* Potential for improvements and limitations of core technology

**RESEARCH AND DEVELOPMENT**

* Description of R&D Organization

1. Development approach and methodologies
2. Key personnel
3. Major activities, particularly relating to new products/services/features
4. Relationships with third parties, joint R&D efforts

**EQUIPMENT/MATERIAL SUPPLIERS**

* Overview of equipment supply

1. Source
2. Cost

**SALES AND MARKETING**

* Strategy and Implementation

1. Positioning
2. Marketing opportunities / marketing risks
3. Description of current and planned marketing programs and examples of recent marketing / product / media information

* Channel Strategy
* Ability to Implement Marketing Plan within Current and Projected Budget
* Sales Force Productivity Model

1. Compensation
2. Quota average
3. Sales cycle
4. Plan for new hires

* Partners / Major supply agreements

**CUSTOMER INFORMATION**

* List of All Customers
* Key Prospects / Pipeline Analysis
* Brief Description of any Significant Relationships Severed within the Last Two Years
* Case Studies
* Strategic agreements / Partnership overview and terms for any key strategic agreements or partnerships

**OTHER COMPANY INFORMATION**

* Business Plan