



LIFE SCIENCE ANGELS

DUE DILIGENCE CHECKLIST

Please make available or provide copies of all of the indicated documents or the information requested, as appropriate.

Corporate Organization and Capitalization.

1. List all subsidiaries and predecessors of “the Company”, including names, jurisdiction of incorporation, nature of business and ownership of stock.
2. List all states or countries in which the Company:
 - (a) Is qualified to do business; and
 - (b) Currently conducts business operations, either directly or through other parties/representatives, or leases office space or has employees.
3. Furnish copies of the following Company organization documents:
 - (a) Certificate of Incorporation, as amended to date; and
 - (c) Bylaws, as amended to date.
4. Furnish copies of minute books, stock books and other permanent corporate records of the Company.
5. Furnish current capitalization table, including a description of (a) any stock/options vesting schedules and stock option pool (b) any agreements for vesting acceleration with a stockholder/optionee.
6. List all outstanding rights, subscriptions, warrants, calls, unsatisfied preemptive rights, options or other agreements of any kind to purchase or otherwise receive stock from the Company.

Financial Records.

7. Furnish copies of the most recent financial statements.
8. Identify and describe all contingent liabilities not reflected on the Company’s financial statements.

9. Furnish copies of all of the Company's debt securities or instruments, notes, financial or performance guarantees and loan or credit agreements involving the Company, and all mortgages, liens, pledges, indemnifications, security agreements, UCC financing statements by or against the Company, charges or encumbrances of any nature whatsoever to which any of the properties or assets of the Company are subject.
10. Identify and describe all transactions between the Company and its (a) directors, (b) officers, (c) employees or (d) major stockholders including any guarantees of Company obligations, or vice versa.

Intellectual Property.

11. Furnish copies of:
 - (a) All U.S. and foreign patents and applications owned by and/or used in the course of business;
 - (b) All registered U.S., foreign or state trademarks and pending trademark applications owned by and/or used in the course of business;
 - (c) All registered copyrights and pending applications owned by and/or used by the Company in the course of business; and
12. Furnish copies of, or identify and describe, all licenses, sublicenses, confidential disclosure, or other agreements relating to patents, trademarks, copyrights, technical assistance, know-how, inventions, trade secrets and similar intellectual property arrangements to which the Company is a party.
13. Identify and describe any pending or threatened IP infringement claims by or against the Company.

Contracts.

14. Furnish copies of all agreements relating to the Company's ownership or lease of any real property or items of personal property having a value in excess of \$10,000.
15. Provide copies of, or identify and describe, all contracts and contractual obligations of the Company, including purchase and sales orders, written and oral, other than those involving a contract price or value less than \$10,000.
16. Furnish copies of any development, partnership or joint venture agreements to which the Company is a party.

Claims and Litigation.

17. Identify and describe all outstanding or prospective judgments, writs, injunctions, decrees or orders of any court, administrative tribunal, or other governmental authority against the Company.
18. Identify and describe all pending or threatened litigation, claims, protests, actions or proceedings, whether judicial, arbitral or administrative, which affect or may affect the Company's contracts or property or business.
19. Identify and describe all litigation settlement contracts and arrangements involving the Company.

Miscellaneous.

20. List all bonus, profit sharing, life insurance, health insurance, vacation policy, sick day policy, and other employee benefits plans.
21. List any D&O, E&O and "key man" insurance policies.
22. List material contracts and instruments to which the Company is a party and which are not otherwise covered on this list.
23. Provide any other material disclosures regarding the Company's business and/or financial condition that should be reviewed by prospective investors.