

In-House Counsel Housekeeping Checklist

The following is a list of documents or information that in-house counsel should, as applicable, either have readily available (preferably in electronic format) or be knowledgeable. For multi-entity organizations, the list applies to all entities within the corporate structure.

A. Corporate

1. Corporate organization chart
2. Articles of Incorporation/Certificate of Organization/Partnership Certificate
3. Bylaws/Operating Agreement/Partnership Agreement
4. Minute books (3 years)
 - a. Board of Directors meetings
 - b. Committee meetings
5. Stock/interest register and transfer books
6. Proxy statements (3 years)
7. Options and other rights to acquire equity
8. List of Current Directors/Managers

B. Employees

1. Management organization chart
2. Employees (full-time/part-time, exempt/non-exempt by department and location, with individual compensation and job title listed)
3. Employee benefit plans including, where appropriate, funding status and actuarial reports
 - a. Retirement plans (including any terminated or frozen defined benefit plan)
 - b. Incentive compensation plans
 - c. Deferred compensation/profit-sharing plans
 - d. Long-term disability plans
 - e. Survivor income benefit plans
 - f. Group health and accident insurance
 - g. Group disability plan

- h. Group life insurance plans
 - i. Split-dollar or other life insurance plans
 - j. Stock option, stock appreciation rights, restricted stock, phantom stock or similar stock plans (copies of plan and signed copies of outstanding options or rights, with schedule showing optionee, number of options, grant date and vesting schedule)
- 4. Executive Officers
 - a. Name/Title
 - b. Salary and other compensation
 - c. Executive benefit plans
 - d. Executive employment/severance contracts (signed copies)
 - e. Change in Control Agreements
 - 5. Key employee insurance policies
 - 6. Director benefit plans
 - 7. Vacation policy
 - 8. Personnel policy manual (affirmative action plan/severance policy)
 - 9. Employee manual
 - 10. Other employee and personnel-related manuals and directives

C. Real Property and Equipment

- 1. Real Property –
 - a. List of owned and leased (with amount, term and renewal) real property
 - b. Deeds/Leases
 - c. Mortgages and other encumbrances
 - d. Title reports and title policies
 - e. Environmental matters (Asbestos, storage tanks, etc.)
- 2. Significant personal property leases

D. Financial

- 1. Annual financial statements (3 years)
- 2. Quarterly financial statements (current year)
- 3. Loans, credit agreements and other debts

4. Transactions with affiliates - officers, directors/managers and > 5% equity holders
5. Tax returns and supporting deferred tax analysis (Federal, State and Local) (3 years)
6. Auditors' inquiry letters and law firm replies (3 years)
7. External auditor's management letters (3 years)
8. Internal and external audit reports (3 years)

E. Material Contracts

1. Non-disclosure agreements
2. Contracts:
 - a. Upon which the business is substantially dependent (e.g., major purchase or sale contracts; franchise agreements; license agreements; etc.)
 - b. Which provide for the acquisition or disposition of a business unit or material amount of assets
 - c. Which are material to the entity in terms of amount or duration
 - d. Which limit the ability of the entity to compete or hire (non-competes, non-solicits)
 - e. Which provide for exclusivity (either to the entity, a third party, or mutual)

F. Regulatory (as applicable)

1. Permits and licenses
2. Communications with regulatory authorities
3. Reports of examinations and responses
4. Other regulatory matters, including memoranda of understanding, consent orders and all correspondence related thereto
5. Compliance policies and procedures (tailor to specific industry)

G. Trademarks and Licenses

1. Information on any license, registration or copyright of trademark or tradename
2. List of any other intellectual property

H. Litigation

1. Pending litigation
2. Other asserted claims and contingent liabilities (as potential defendant)
3. Claims against third parties (as potential plaintiff, including collection actions)
4. Pending or threatened regulatory investigations
5. Injunctions and orders

I. Insurance (copies of all current policies)

1. Property and casualty
2. Public liability
3. Directors and officers liability
4. Bonds
5. Workers compensation
6. Kidnap, ransom and extortion
7. Automobile
8. Excess and Umbrella liability
9. Other (specific to industry)

J. Financial Planning

1. Internal financial control procedures
2. Current plans for additional financing (if any) and general debt-to-equity review
3. Most recent budget
4. Strategic Plan with projections
5. Capital spending projections

The foregoing list is not intended to be exhaustive of all information that a third party may request in connection with a proposed transaction; however, ensuring that counsel is knowledgeable with regard to the foregoing, and can readily obtain the underlying supporting documentation, is the first step in ensuring a smooth, efficient transaction process.

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