

Due Diligence Request

We request that [Party B] provide the documents listed below to [Party A] in connection with its proposed transaction with [Party B].

If any of these documents do not exist, have already been provided, or are not applicable, please so indicate in the table. We may ask for additional documents or information as our review proceeds. Please provide the documents as soon as they become available rather than waiting until all have been collected. Thank you for your cooperation.

Document	Comment
Financial Matters	
[Party B] financial statements for the past three years	
Operating and capital budgets, financial forecasts, and cash flow projections, if any	
Accountant's management letters	
Names and addresses of [Party B]'s financial institutions (e.g. banks, brokerages, investment firms)	
Tax Matters	
IRS and state tax exemption letters	
Forms 990 for the past three years	
State tax filings for the past three years	
Property tax exemptions	
Any material correspondence, reports, or notices with IRS or CA Franchise Tax Board in the past three years	
Assets and Contracts	
List of all assets, liabilities, and contracts proposed to be transferred	
Collaboration MOUs or contracts	
List of all real estate and material personal property owned or leased (if any) and related leases and contracts	
Any contracts with government agencies	
Any documents or information related to sources of unrelated business income	
Any material confidentiality and nondisclosure agreements	
All other current material contracts, MOUs, and related documents	
Liabilities and Obligations	
Current vendor, services, and similar agreements	
Any documents relating to debt financing arrangements	

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Document	Comment
Any documents relating to loans made by [Party B]	
Any documents relating to guarantees of obligations	
Any other documents outside the ordinary course of business relating to [Party B] liabilities	
List or summary of insurance coverage	
List of all pending or threatened litigation, arbitration, regulatory, or administrative action involving [Party B]	
Intellectual Property	
List of trademarks, service marks, trade names, licenses, and any other intellectual property rights owned or used (including pending applications)	
Any trademark or copyright registrations or applications	
All agreements relating to ownership or licensing of trademarks, copyright, or other intellectual property (other than standard end-user license agreements)	
Any website development or hosting agreements	
List of social media accounts and usernames	
Fundraising	
List of current donors	
Any solicitation or other materials used in fundraising efforts	
Any grant agreements or pending grant applications	
All documents relating to donations received, including any donor-imposed restrictions on use of funds	
Any sponsorship agreements and similar documents	
Governance	
Articles of incorporation and bylaws, including any amendments	
List of current Board committees	
List of current officers	
Charters or other descriptions for board committees	
Board minutes and written consents for the last 12 months	
Conflict of interest policy	
List of subsidiaries, joint ventures, and partnerships with other organizations	
Any material correspondence with the California Attorney General	

Document	Comment
People	
Any employee agreements, offer letters, handbooks, or other documents	
Organizational chart	
Any current independent contractor agreements	
Any collective bargaining agreements	
Any model forms for agreements with volunteers	
All personnel and volunteer policies	
A description of all employee benefit programs, including vendor contact information	
Any other deferred compensation arrangements and funding arrangements	
Other Business Information	
Most recent strategic, marketing, or business plans	
Press releases, articles, or brochures issued in last 12 months	
Copies of all operating licenses	
List of current accreditations, and any accreditations held during the past three years	
Any other documents or information which, in your judgment, are significant with respect to the business of [Party B]	