



40 Stevens Road • Middlebury, CT 06762
(203) 758-2478 • (203) 565-5104 {Cell}

www.rivogroup.com

Listing Data Required From Business Sellers

(Abbreviated Data required for RCG to ascertain initial business valuation and develop marketing collateral material)

- Current YTD and Immediate three (3) years prior tax returns (Corporate or Schedule “C”)
- Current YTD and Immediate three years prior P.O.S. Summary Reports
- List of current monthly expenses
- List of current employees with associated wages and wage/bonus structure for owner(s)
- List of any clients on credit and three (3) years prior and current accounts receivable
- List of any ongoing liabilities, notes, lines of credit or the like
- Information on physical location (Rental):
 - Landlord information
 - Square footage
 - Basement, storage, office(s), other appurtenances
 - Monthly rent paid
 - Terms of lease, time left, options, etc.
- Information on FFE:
 - Business Equipment, fixtures, models, types, etc.
 - Coolers, Refrigerators, Ovens, Stoves, Other Restaurant Equipment
 - Shelving, displays, points of purchase
 - Office supplies, desks, furniture
 - Computers, POS, security, etc.
- Inventory – rough wholesale value. Audited inventory will be taken at time of closing
- Other _____

The above is intended as a guide and in no way represents the entirety of information needed to ascertain an accurate valuation in preparation for liquidation. Additional information may be required prior to accepting an offer to purchase from a potential buyer.

Closing Data Required From Business Sellers

(Data required for RCG to engage in due diligence with buyer, and for presentation at closing. Additional documentation may be required.)

CORPORATE INFORMATION:

- Articles of Incorporation, By-laws and Board Meeting Minutes
- Annual Reports
- Name(s) and contact information for shareholders and # of shares held by each
- Name(s) and contact information for Officers and Directors
- Listing of the jurisdiction(s) under which the company is incorporated or qualified to do business
- Listing of any and all assumed names and/or dba's
- Listing of all federal, state, local, and foreign government permit(s) and/or license(s)
- Listing of all law, accounting consulting and other professional firms engaged by the company

OPERATIONS:

- Listing of all existing products and/or services
- Listing of all products and/or services under development
- Listing of all products and/or services recently discontinued or expected to be discontinued
- Correspondence related to product or service regulatory approval or disapproval
- Details on any rebate programs or other special deals with customers
- Details on warranty information along with current, ongoing and expected warranty claims/recalls
- Copies of contract(s) and/or sales agreement(s) with all customers, formal or informal
- Listing of customer quality award(s), plant certification(s), quality certification(s) and the like
- Listing of all business application software, vendor, version, licenses and acquisition date(s)

FINANCIALS:

- Income Statement(s), Balance Sheet(s), Cash Flow Statements – May need certification
- Details on all accounts receivable, accounts payable, complete with contact information
- Details on any aging, slow-pay and uncollectible accounts receivable
- Details on policy for dealing with (collecting) slow-pay and uncollectible accounts receivable
- The General Ledger
- Projections, capital budgets and business/strategic plans
- Listing of all bank accounts and safe deposit boxes or other deposits with authorized signatories
- Schedule of prepaid expenses with documentation and amortization
- Schedule of deferred income at most recent year-end and month-end
- Schedule of security deposits at most recent year-end and month-end
- Schedule of all indebtedness and contingent liabilities with associated contact information
- Details on accrued expenses at most recent year-end and month-end
- Details on any customer advances, deposits, and/or credit balances at most recent month-end

SALES AND MARKETING:

- Complete active and "cold" customer list complete with all available contact information
- Complete list of major customers lost, with reason(s) and available contact information
- Listing of any open orders and copies of all associated contracts and/or agreements
- Copies of any surveys, competitive analyses and other market research
- Schedule of current marketing and advertising plan(s) with associated budget
- Physical marketing and/or collateral material(s)
- Listing of the company's major competitors with any associated information

REAL ESTATE AND FACILITIES:

- Listing of all business location(s)
- Listing of all owned and/or leased real estate with location and complete owner information
- Copies of latest real estate appraisal(s), leases, deeds, mortgages, surveys, zoning, etc.
- Lease terms, date executed, termination date, rights, renewals, options, amounts, provisions, etc.
- Listing of current and pending construction project(s), expansion(s), acquisitions, etc.

FIXED ASSETS (FFE+V):

- Listing of all non real estate asset(s) owned and/or leased
- Description of each asset, acquire date, hours used, depreciation, book value and location
- Copies of all UCC Filings and/or lienholder(s)/securing organization
- Listing of sales and purchases of major capital equipment
- Listing of any unpaid balance(s) and open purchase(s) for any capital equipment
- Listing of any surplus or idle equipment with associated book value and location
- Listing of all vehicles with year, make, model, registration, odometer (hour) reading and location

INVENTORY:

- Listing of all items in inventory by location, if applicable, audited if necessary
- Description of practices related to inventory control, aging, valuation, obsolescence, etc.
- Details of inventory reserve(s) and/or write-off(s)
- Details on any consigned inventory arrangements with customers and/or vendors
- Details on policies related to inventory shrinkage and reports of any recent theft issues

SUPPLIERS:

- Listing of all suppliers with contact information and dollar volume of purchases from each
- Listing of all open purchase orders and associated credit terms and limits
- Summary of the company's purchasing policies
- Listing of any contracts with suppliers or other significant supplier agreement(s)
- Identification of special relationships and/or alliances with salespeople or representative(s)
- Information on restriction(s) of supplier(s) and/or wholesaler(s) such as protected territories

INTELLECTUAL PROPERTY:

- Listing of all patents, patents registration(s), trademarks, trade names and/or copyrights
- Listing of all domain name registrations
- Listing of all websites, e-mail service(s), FTP service(s) etc. with associated login/passwords
- Summary of any IP claims made or threatened by or against the company

HUMAN RESOURCES:

- Organization chart for the entire company with any and all associated branches(s)/division(s)
- Listing of all employees with contact information, hire date, job description and pay rate
- Complete HR/Personnel file(s) for each employee and resumes for key employees
- Copies of any and all agreement(s) with employee(s), consultants or subcontractor(s)
- Copies of any and all existing non-disclosure and/or non-compete agreement(s)
- Copies of executive compensation plan(s), bonus, benefits, memberships, vacation, PTO, etc.
- Copies of employee commission plan(s), bonus structure, benefits, vacation, PTO, etc.
- Copies of any labor union and/or collective bargaining arrangement(s)
- Company employee handbook and any other associated HR policy documents
- Documentation for retirement, insurance, or other benefit plan(s)
- Agreement(s) and associated documentation with any third-party payroll vendor
- Listing of any employee issues including wrongful termination, discrimination, discipline, etc.
- Listing of any worker's compensation claim(s) and insurance claim history

DEBT:

- Listing of any and all promissory note(s), commercial paper, bonds, lines of credit, etc.
- Listing of any and all security agreement(s), pledges, mortgages, lienholder(s), etc.
- Listing of any and all compliance certificate(s), borrowing base certs, etc.
- Schedule and details of any and all existing default(s), late, or in danger of default

ENVIRONMENTAL:

- Copies of any and all environmental review(s), inspection(s), report(s) and the like
- Copies of any and all federal, state or local environmental notice(s), complaint(s), suit(s)
- Copies of any and all outside report(s) concerning waste disposal regulations
- List of any and all hazardous substance(s) used in the company's operations with MSDS's
- Listing of any and all permit(s), license(s), and agreement(s) related to environmental concerns
- Listing and description of any and all environmental lawsuit(s) or investigation(s)
- Copies of the workplace safety compliance program(s) and chemical/hazardous handling policies

TAXES:

- All statutorily-required copies of federal, state, local and foreign tax returns
- All State sales tax returns (CT Form OS-114), for every state filed
- All employment tax filings (940, 941, etc.)
- Real estate and property tax filings including local property tax declarations
- Copies of any and all tax lien(s)
- Listing and description of any pending or threatened tax dispute matter(s)
- State Tax Clearance Certificate (CT Form TPG-170)

CONTRACTS:

- Written description of any oral agreement(s) and/or arrangement(s)
- All contract(s) or agreement(s) pertaining to a partnership or joint venture
- All contract(s) between the company and any officer, director, shareholder or their family
- All license(s), sublicense(s), franchise and/or royalty agreement(s)
- All distribution, agency, manufacturing, marketing and/or supply relationship obligation(s)
- Copies of any M&A/divestiture letters of intent, contract(s) and/or closing transcripts
- Copies of any and all option(s) and/or stock purchase agreement(s) in other companies
- Copies of any and all NDA's and/or Non-Competes to which the company is a party
- Copies of any assignment(s) that may change control of the company
- Copies of any and all management contract(s)
- Copies of any and all broker or finder arrangement(s)
- Copies of any and all other contract(s) and/or agreement(s) related to company operation

INSURANCE:

- Copies of any and all insurance policies; liability, E&O, D&O, workers' comp, property, etc.
- Schedule of any and all insurance claims
- Listing of any areas of self-insurance
- Listing and description of any and all outstanding insurance audit(s) and premium adjustment(s)

LITIGATION HISTORY:

- Summary listing of any and all litigation/arbitration proceeding(s) to which the company is a party
- Listing of any and all pending or threatened litigation(s), arbitration(s) and/or investigation(s)
- Description of any and all settlement(s) of litigation, arbitration or other proceeding(s)
- Description of any and all disposition(s) related to license/permit disciplinary action(s)
- Listing of any bankruptcy proceeding(s) in which the company is/was a creditor
- Listing of any and all order(s), injunction(s), judgment(s), decree(s), of any court or regulator
- Summary listing of any and all agreement(s) to which the company agrees to be held harmless
- Schedule of any and all civil/criminal litigation involving a company officer or director

GOVERNMENT FILINGS:

- Summary listing of any specialized federal government license(s), permit(s) and/or authorization(s)
- Copies of any and all filing(s) to any agency not previously mentioned (SEC, ICE, FDA, etc.)
- Summary listing of any and all other government complaint(s), investigation(s) and/or proceeding(s)

OTHER:
