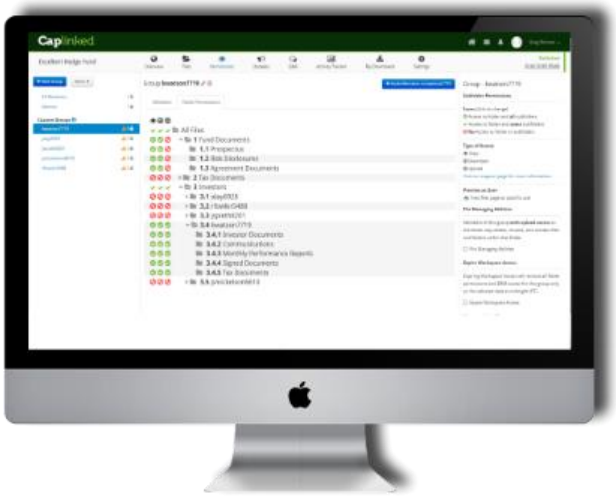
Virtual Data Room

User Guide



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ISBN: 9781706181910

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Starting a new Data Room?

Contact: sales@caplinked.com

For Customer Support please email

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To read QR codes, you can use a QR reader app, or iPhones with a newer IOS will automatically read them.

With the camera app open, just hold the lens over the code, and it will ask if you want to open the link in your browser.

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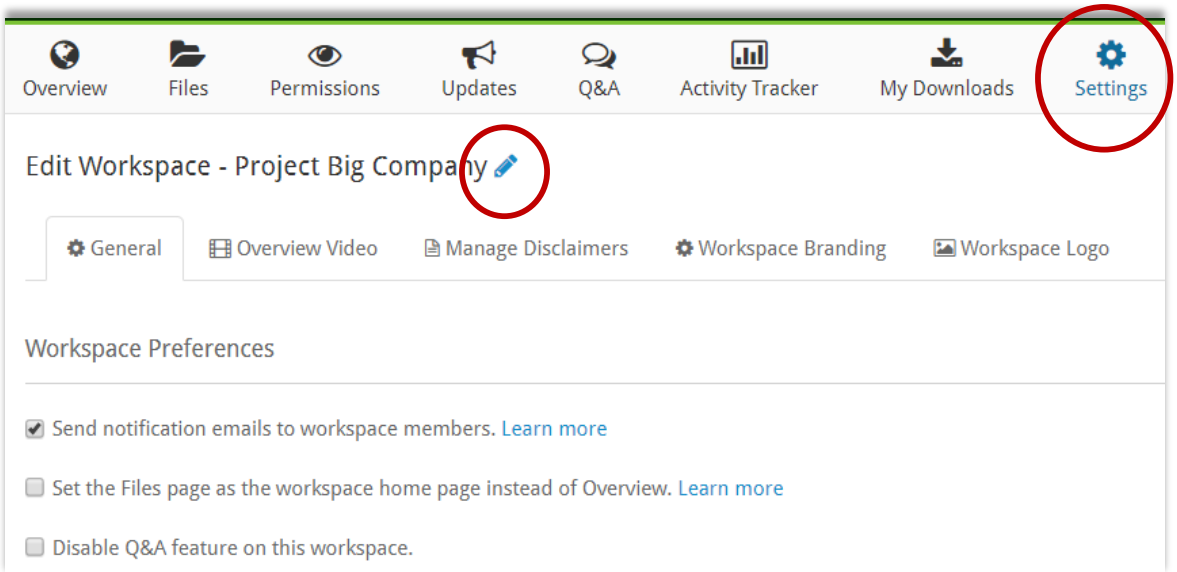
Section 1

Administrator Training

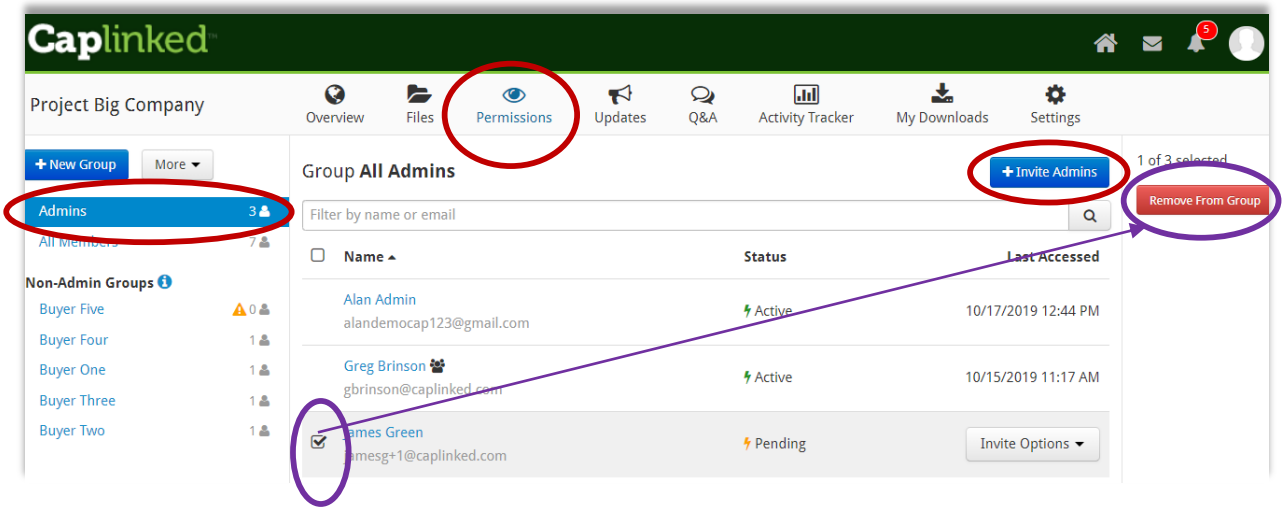
1. Name your workspace, add administrators, upload logo

See the video: CLICK HERE or Scan the QR Code with your mobile device

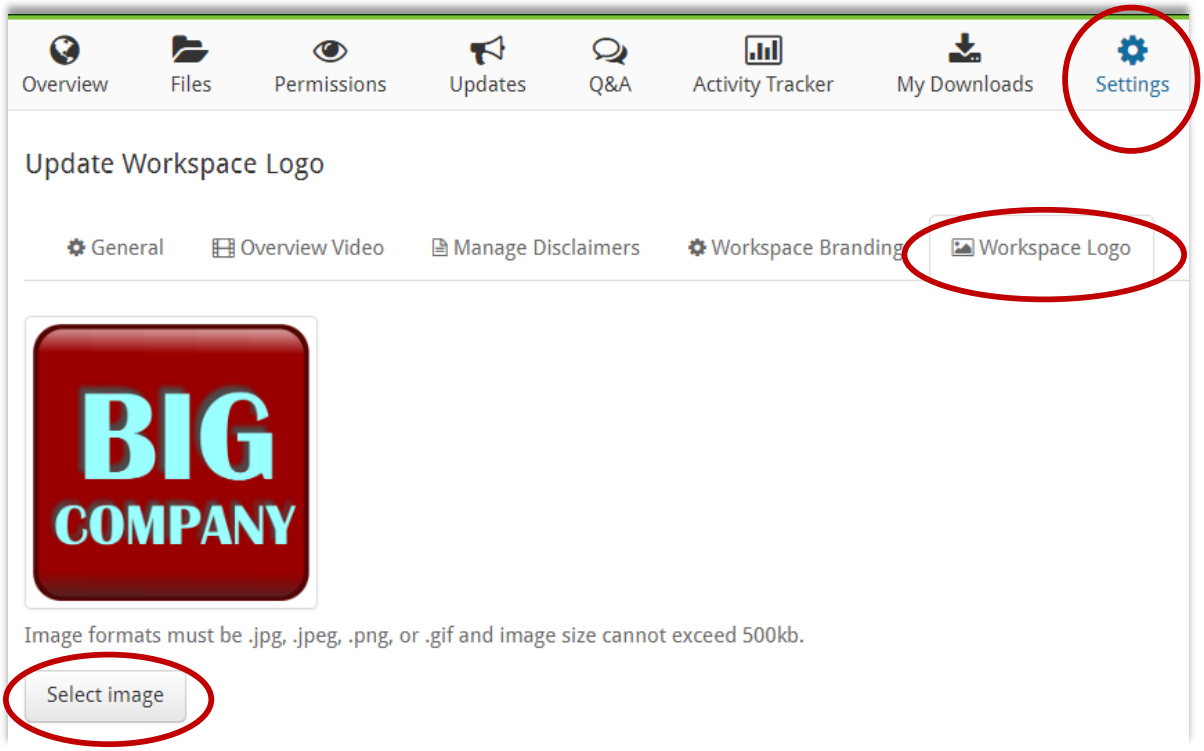
Go to settings tab > click the pencil icon to name, or rename.



Go to permissions tab > click Admins in upper left column. To add administrators, click the blue “Invite” button. To remove an admin, check the box beside their name and click the red “Remove From Group” button.



Update the workspace logo. Go to settings tab > click the Workspace Logo tab > Select Image

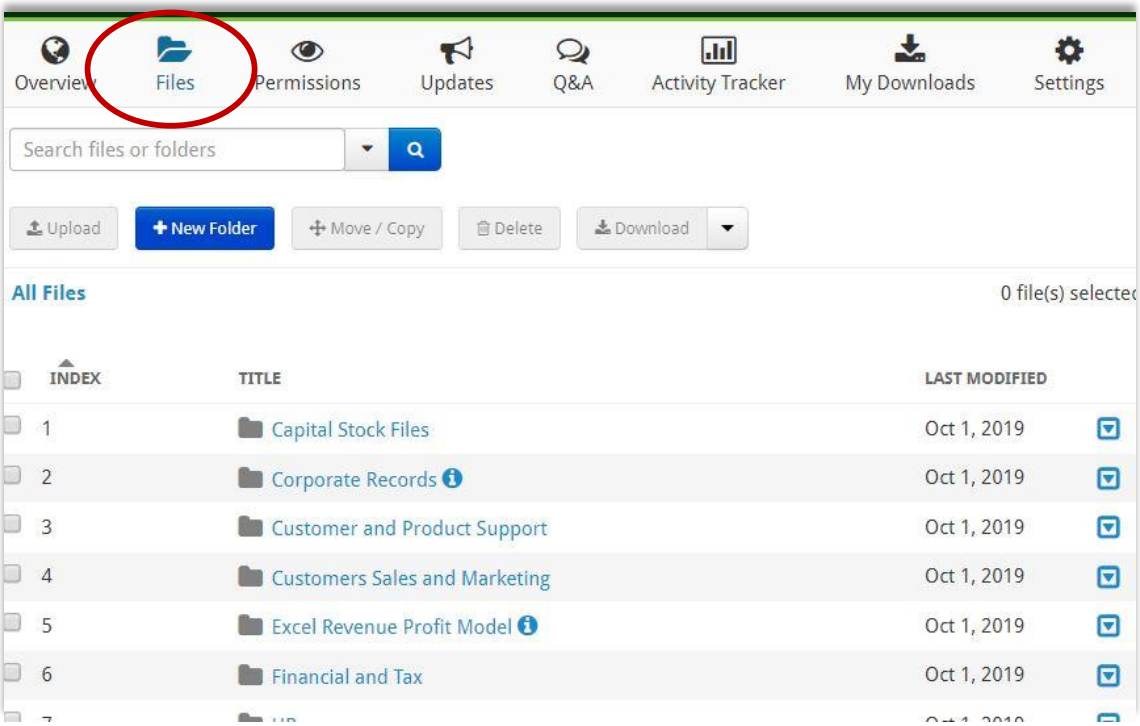


2. Using Caplinked to securely collect client files

See the video: CLICK HERE or Scan the QR Code with your mobile device

Caplinked provides you with a secure, encrypted means of receiving large volumes of files from your client or others. This module will take you through the steps to setup the folders and authorize users to upload.

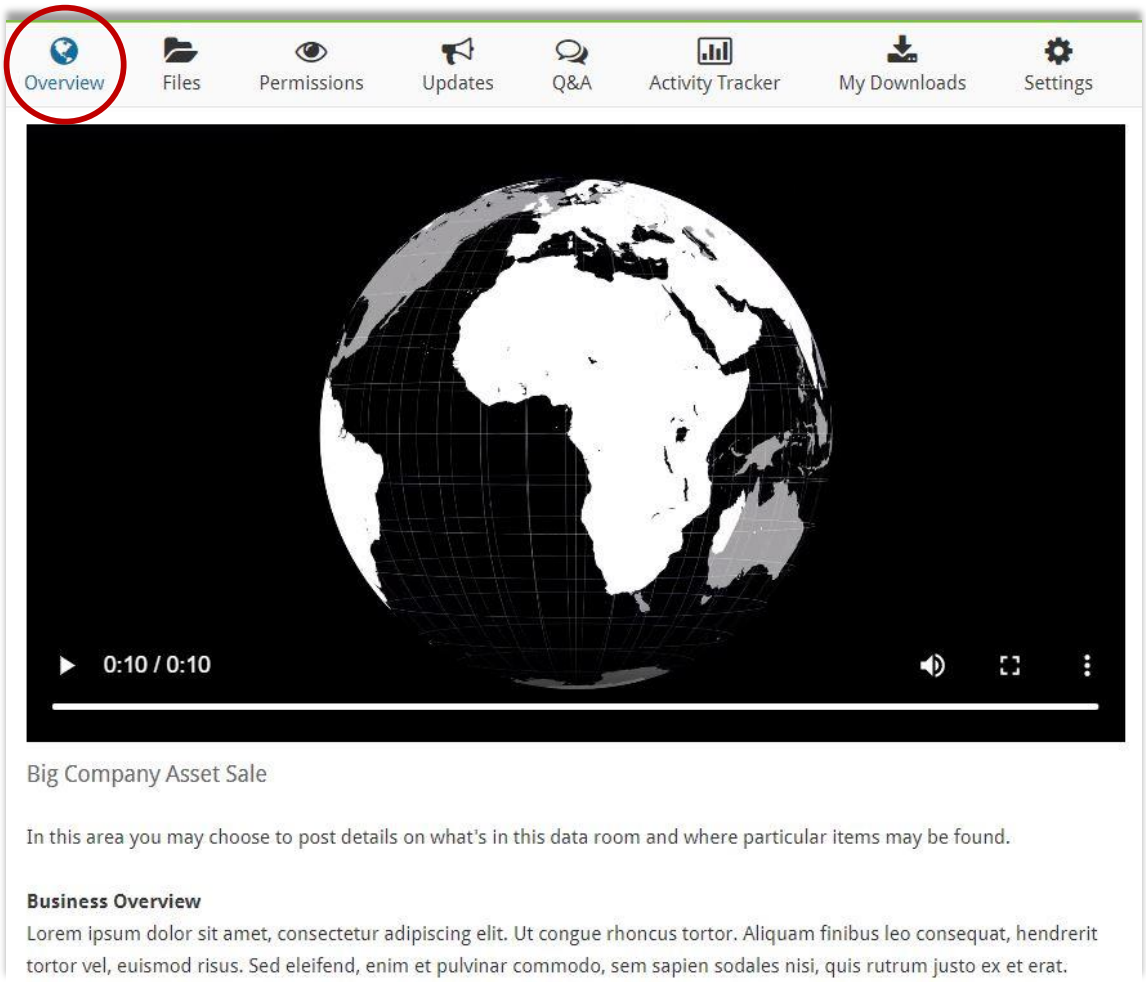
In the video you'll learn how to setup your client for a bulk, or folder by folder upload.



3. Adding content to the "Overview Tab"

See the video: CLICK HERE or Scan the QR Code with your mobile device

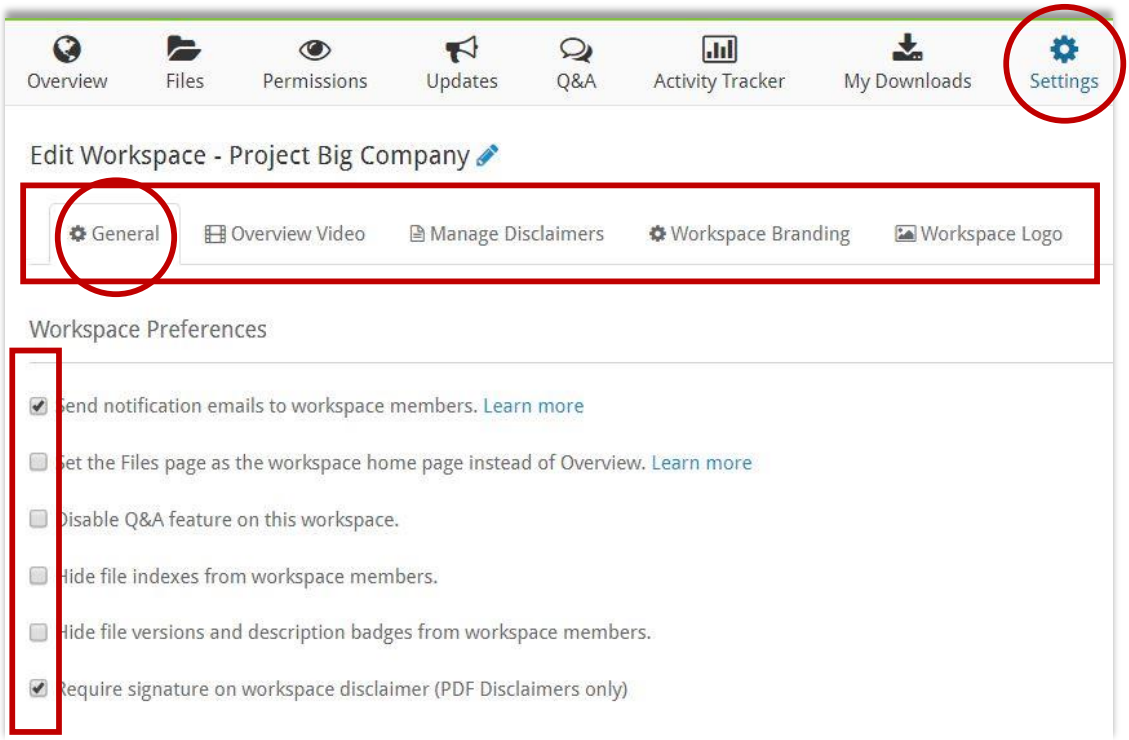
The overview tab is the first place your users and administrators will land when logging into Caplinked. You have the option of including an overview video and written content. You may choose to provide details on what's included in the workspace, information about the asset sale, or capital raise, and where particular documents can be located within the files tab.



4. Additional options in the settings tab

See the video: CLICK HERE or Scan the QR Code with your mobile device

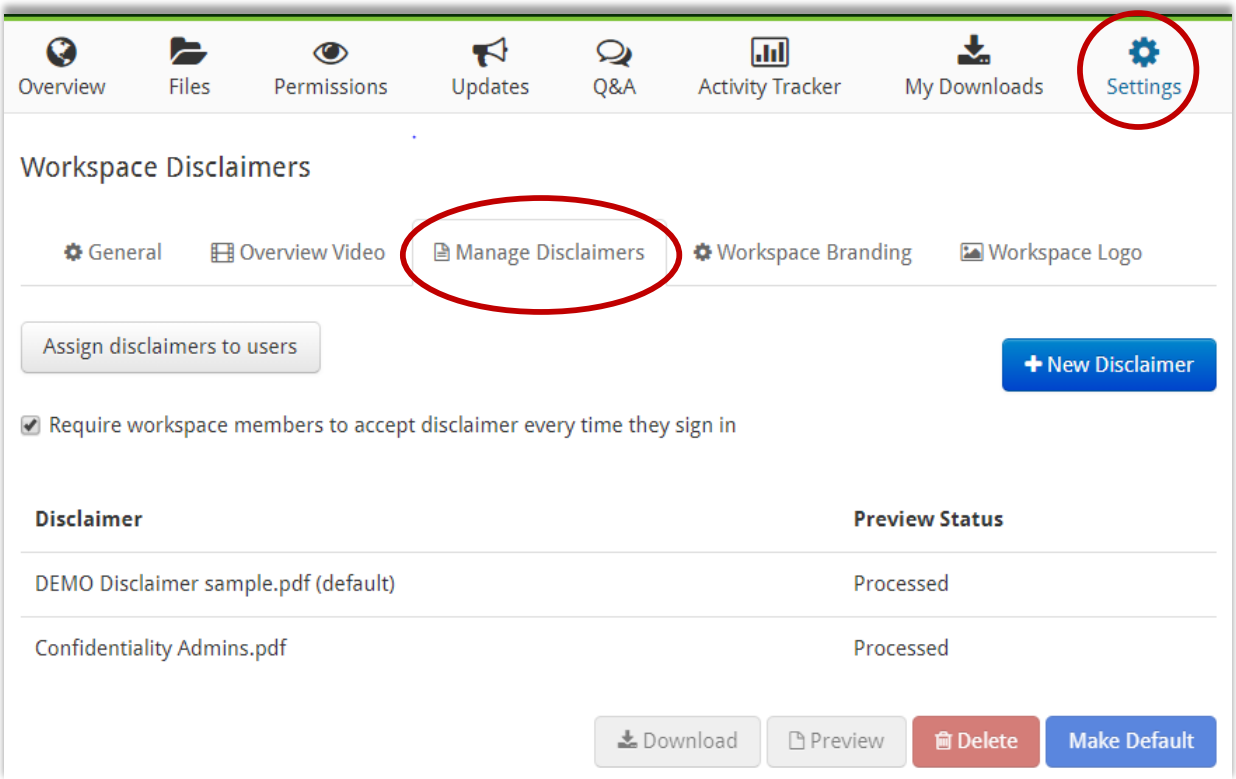
Under the general tab in settings are multiple options that impact the interactions your users will have within the platform. These include email notifications, Q&A functionality, hiding file indexing, version badge visibility, and the requirement for a digital signature on disclaimer documents.



5. Name your workspace, add administrators, upload workspace logo

See the video: CLICK HERE or Scan the QR Code with your mobile device

Presenting a disclaimer document, NDA, confidentiality agreement or other document is optional as users enter the workspace. This video explains all of the options surrounding this item.

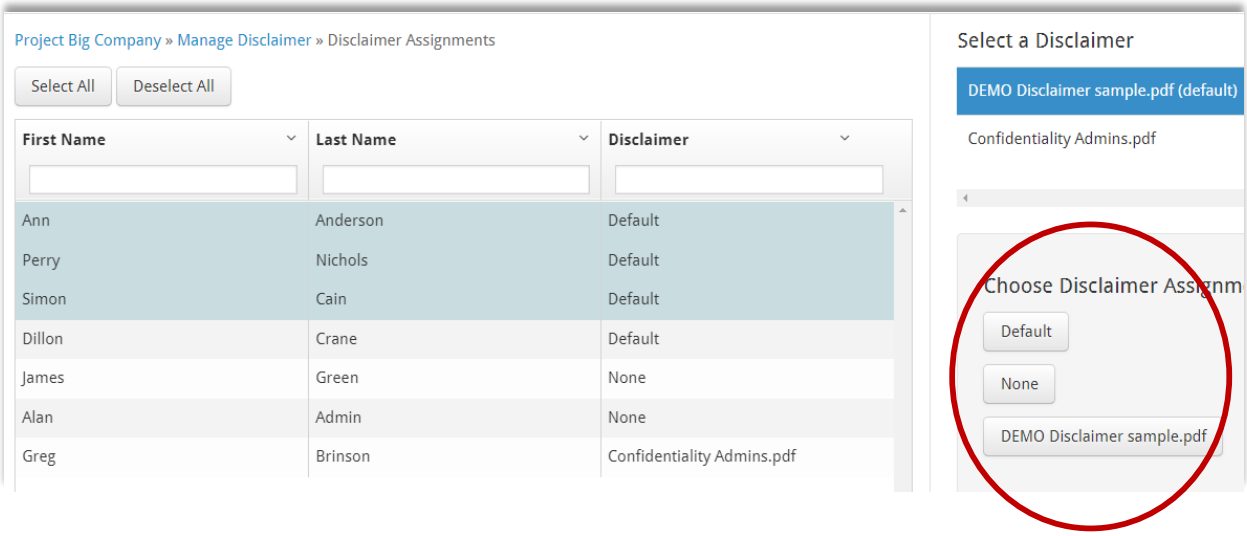


6. Assign disclaimers to specific users and administrators

See the video: CLICK HERE or Scan the QR Code with your mobile device

If you're presenting a disclaimer document to users as they enter the workspace, this functionality allows you to assign specific items to your users and administrators.

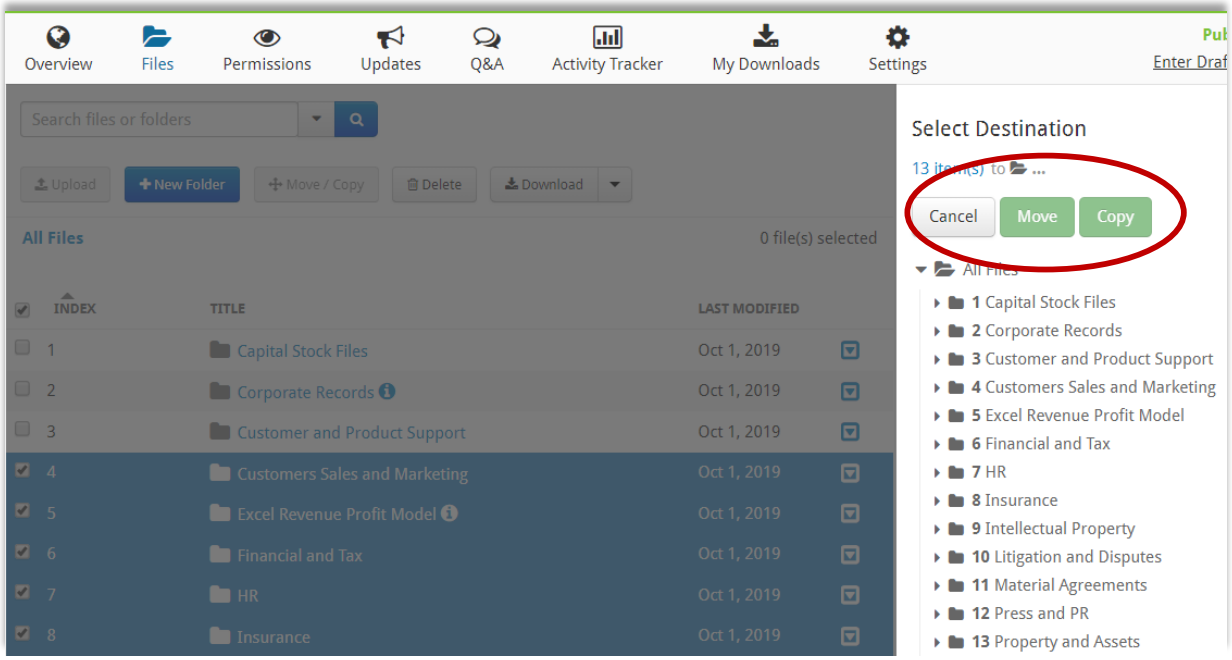
Go to your Settings tab > Disclaimers > and then click the grey, Assign disclaimers to users button.



7. Moving folders and files in Caplinked

See the video: CLICK HERE or Scan the QR Code with your mobile device

Moving folders and files can all be done easily within Caplinked. If you've received folders, and files in bulk and need to place them in their appropriate locations, or just need to move or copy a few items, Caplinked makes it a breeze.



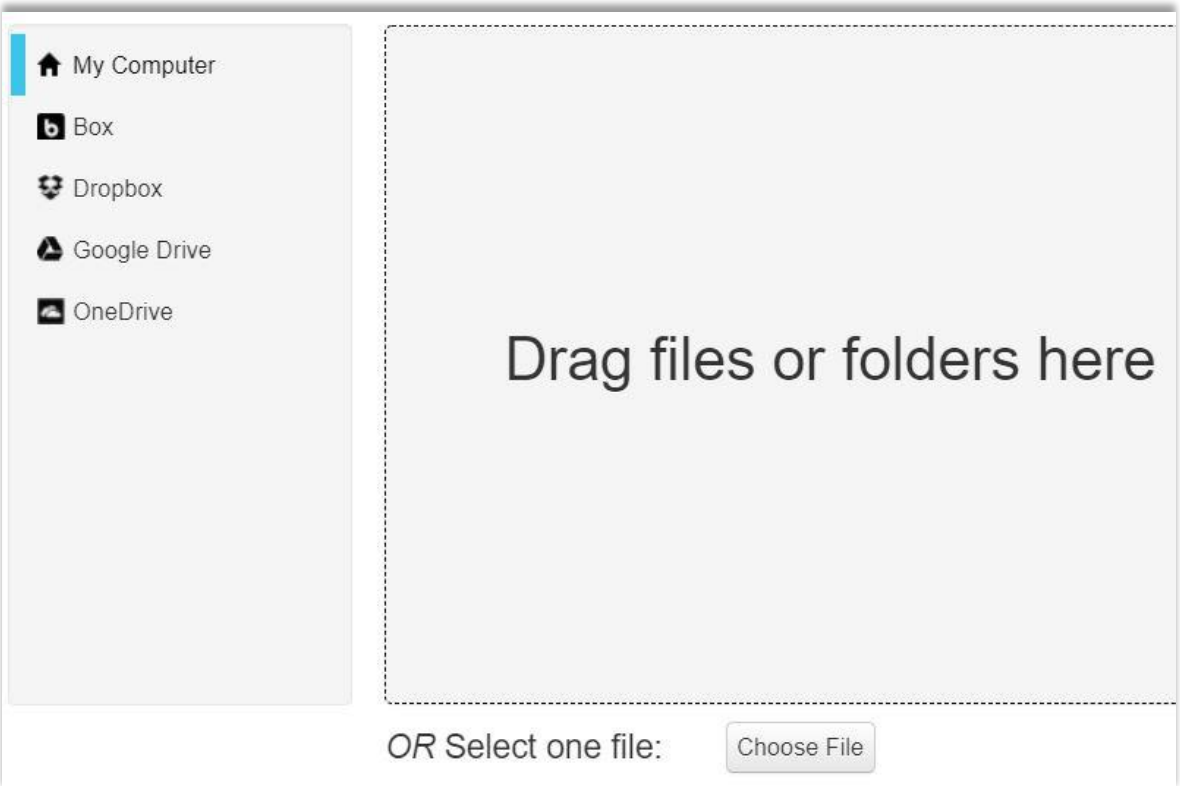
Select items by clicking the checkbox > Click the Move/Copy button > Select the location in the folder hierarchy in the right column > Click move, or copy.

8. Uploading your folders and files to Caplinked

See the video: CLICK HERE or Scan the QR Code with your mobile device

Uploading is one way that Caplinked helps our customers get more work done faster. Just drag, drop, and let the upload finish. In the video, you'll see how to populate folders one by one, or if you've prepared all of your folders, sub-folders, and files outside of Caplinked, how to pull them all in at once, and then move them to a parent folder view.

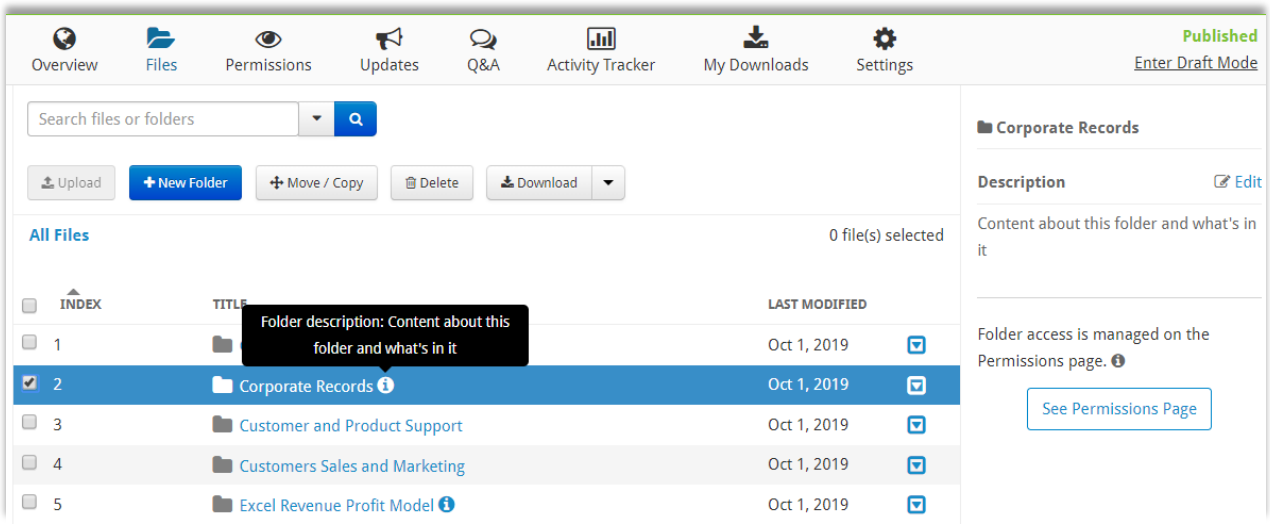
Nothing could be easier!



9. Add meta data (descriptions) to folders and files

See the video: CLICK HERE or Scan the QR Code with your mobile device

Adding meta data is an easy way for users to see what's in a folder or file, without having to click into the item itself. When you add this content, the letter 'I' appears in a blue circle. By simply hovering over that circle, a bubble appears with the details you've entered.



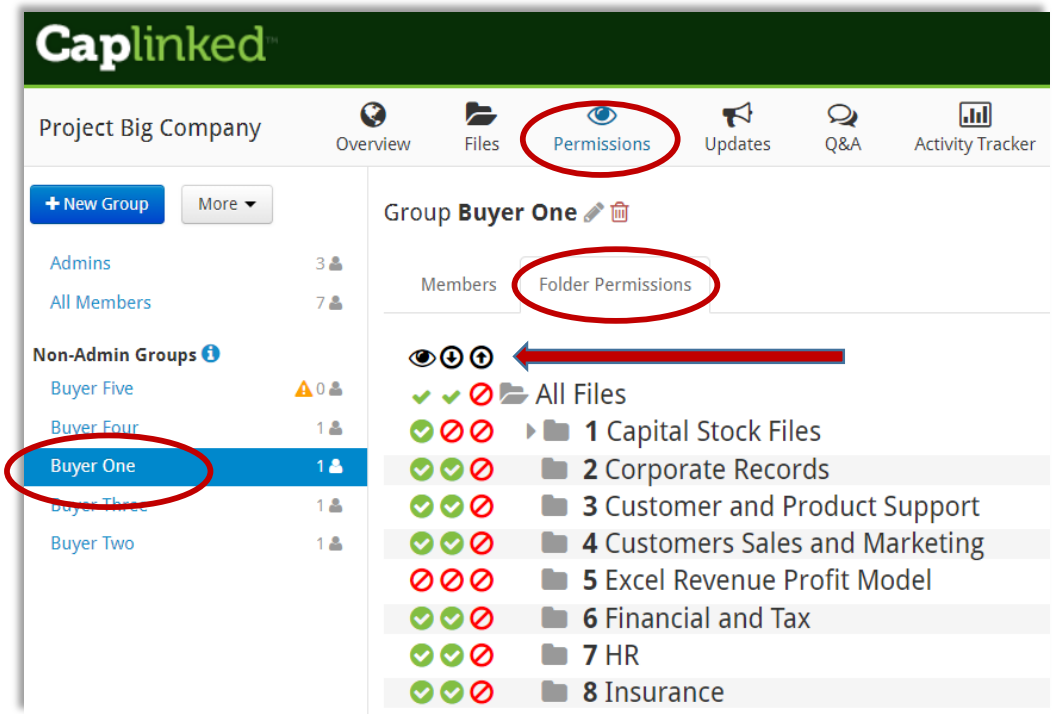
Select an item by clicking the checkbox beside it > In the right column in the upper section, click Edit > Add your content and details > Click the Checkmark > The details you entered show up immediately.

10. Creating groups, and setting permissions

See the video: CLICK HERE or Scan the QR Code with your mobile device

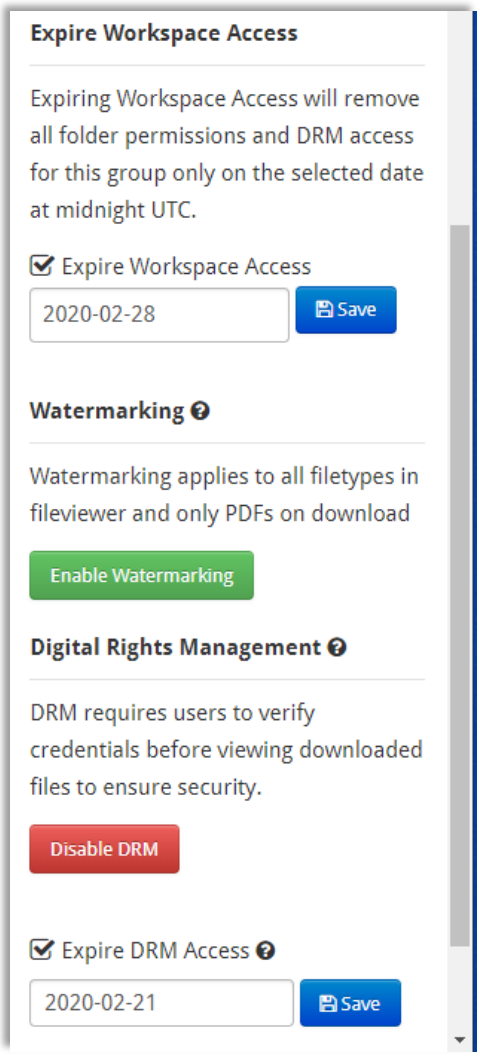
Permissions for users are granted via "Groups". A group could include one person, or many people. In the example of having several potential buyers for an asset, you would most likely have a group for each buyer organization.

Pro tip: If each group will have the same, or similar permissions, create one group with the appropriate settings for ***viewing, downloading, and uploading***, before creating the remaining groups. When completing the process in this order, for each of the remaining groups, you can select the permission settings for the first group. Thus saving you some work.



11. Protecting downloaded documents and other group settings

See the video: CLICK HERE or Scan the QR Code with your mobile device



In the Right Side column, you'll find additional security settings for each of the groups you'll be creating.

The bottom item is for Digital Rights Management (DRM). DRM protects downloaded documents. Files will be converted to PDFs, a watermark will be applied, documents cannot be shared, or printed, and access can be revoked in the future, rendering downloaded documents useless.

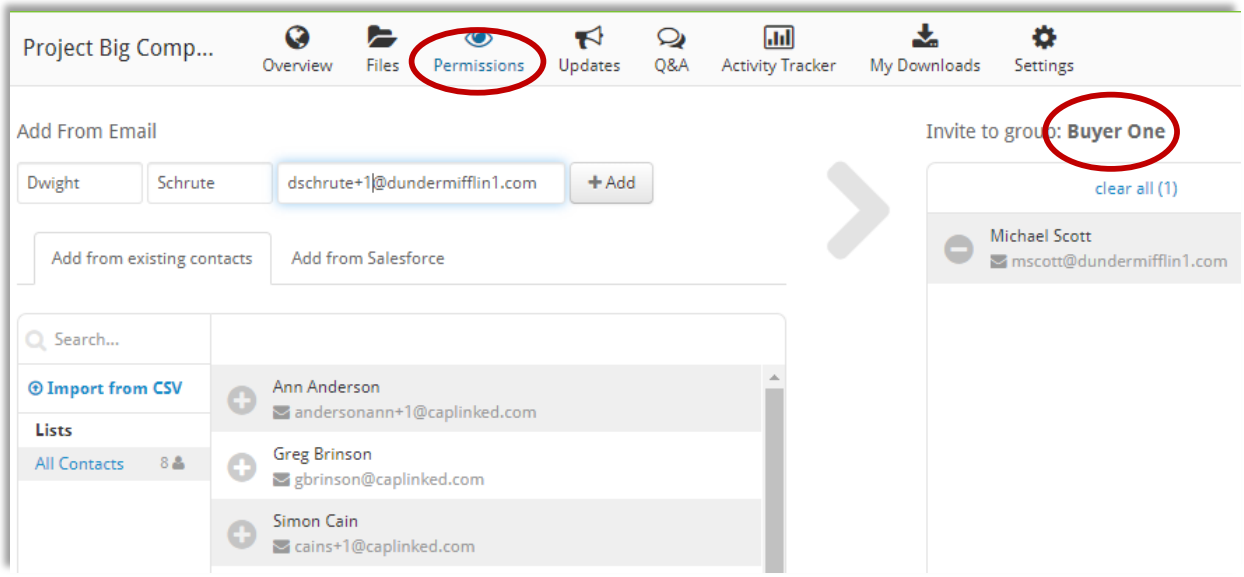
Watermarking can be edited for size, color, position, opacity, and rotation. Each of the 3 watermarks are dynamic, capturing user specific, identifying details.

Finally, you can select the date upon which access for the group will expire.

12. Inviting members to Caplinked

See the video: CLICK HERE or Scan the QR Code with your mobile device

Having completed all of the prior tasks, you're ready to begin adding users to your groups so they can view documents. When you're viewing a group, you'll see the Blue – "Invite Members" button in the upper right area.



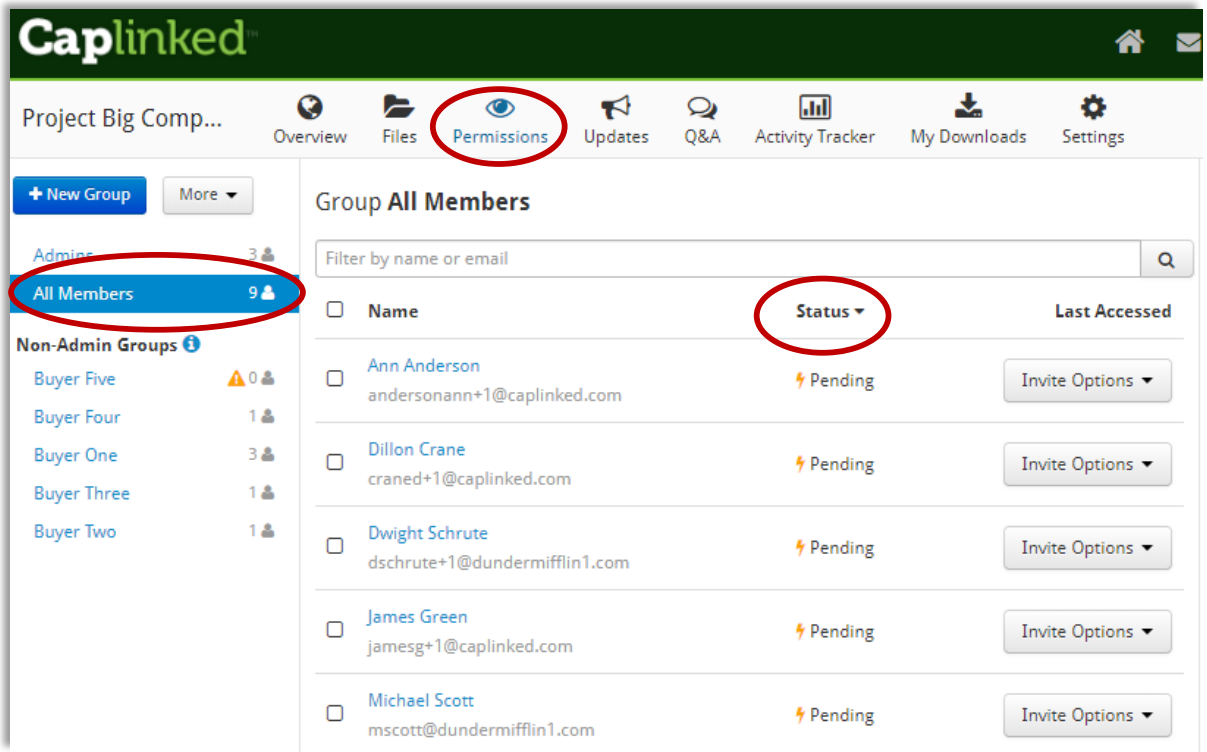
You will add the users for each of the "Groups" you have created. If your workspace is still in DRAFT mode, all invites will be held (staged) and invites will not be sent, until you switch to PUBLISHED mode.

You can import users from a CSV file, add them individually using the First, Last, and Email fields, connect to your Salesforce address book and import, or from the center column, you can add users you've invited in the past by clicking the Plus Sign beside their name.

After adding the users, click the Blue INVITE USERS button in the lower right area. On the

invitation page, you can write a new message, copy and paste from outside of Caplinked, and save the message o you can use it again in the future. Once you're happy with the message, click SEND INVITES.

After sending, and before your users have created a password, they will remain in a pending status. To see all invitees, click the ALL MEMBERS link in the upper left area. At any time you can sort users by their status by clicking the column header "Status". Reminders or manual invites can be sent by clicking the grey Invite Options button.

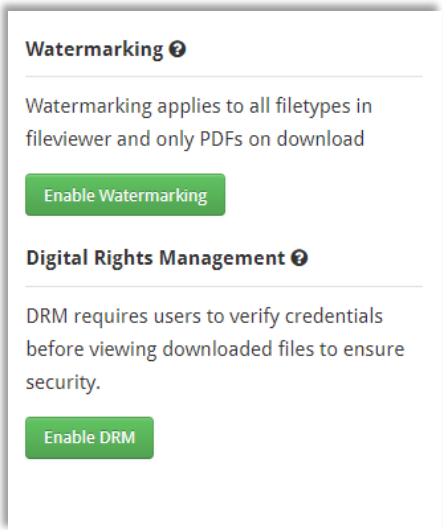


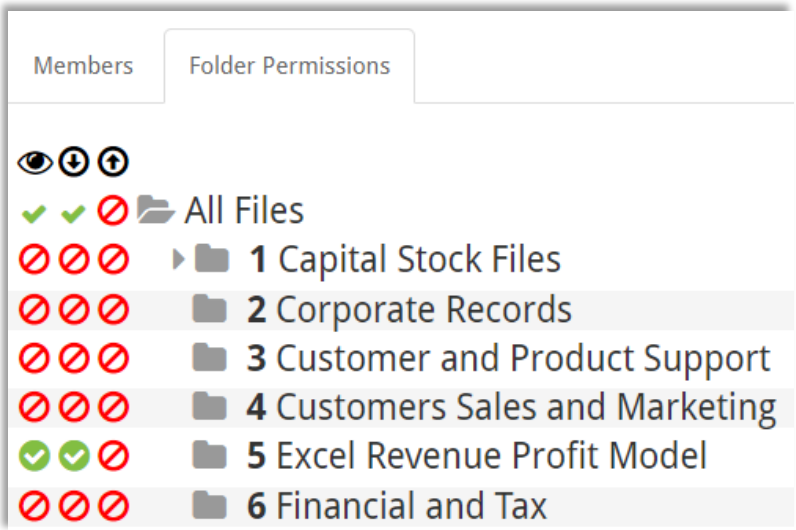
13. Allow select documents to be downloaded and edited

See the video: CLICK HERE or Scan the QR Code with your mobile device

In some cases, you may want to protect most documents with DRM, but you have a select item or items that you do want users to be able to download, and edit. One example could be an Excel file that is a financial modeling document. You may want potential buyers to have the ability to download this document, input their own numbers, and view the resulting output. In this case you will create a separate GROUP and add all members to that group that should be able to see this file, and download it. Remember that group members will not see each other, and they will not know that they are in this group together. To them, this is just another folder they have access to, and the file in it can be downloaded and edited.

The permission setting for this group will only be for the folder, or folders that have these editable files in them. These members are probably already in one of your other groups, and the permissions for those groups are set as required for viewing, and perhaps downloading with DRM enabled.





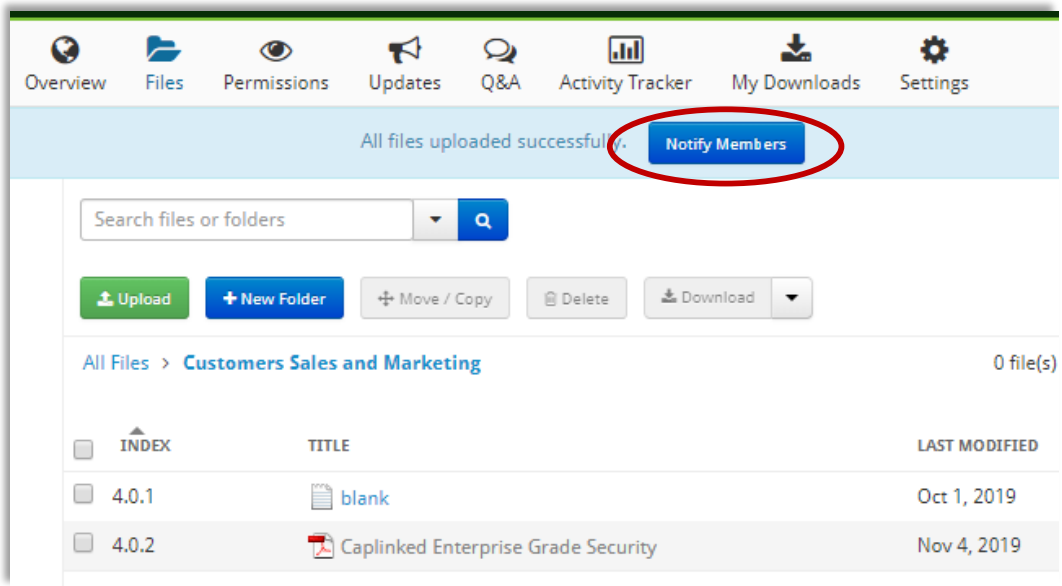
14. Sending messages and updates to users

See the video: CLICK HERE or Scan the QR Code with your mobile device

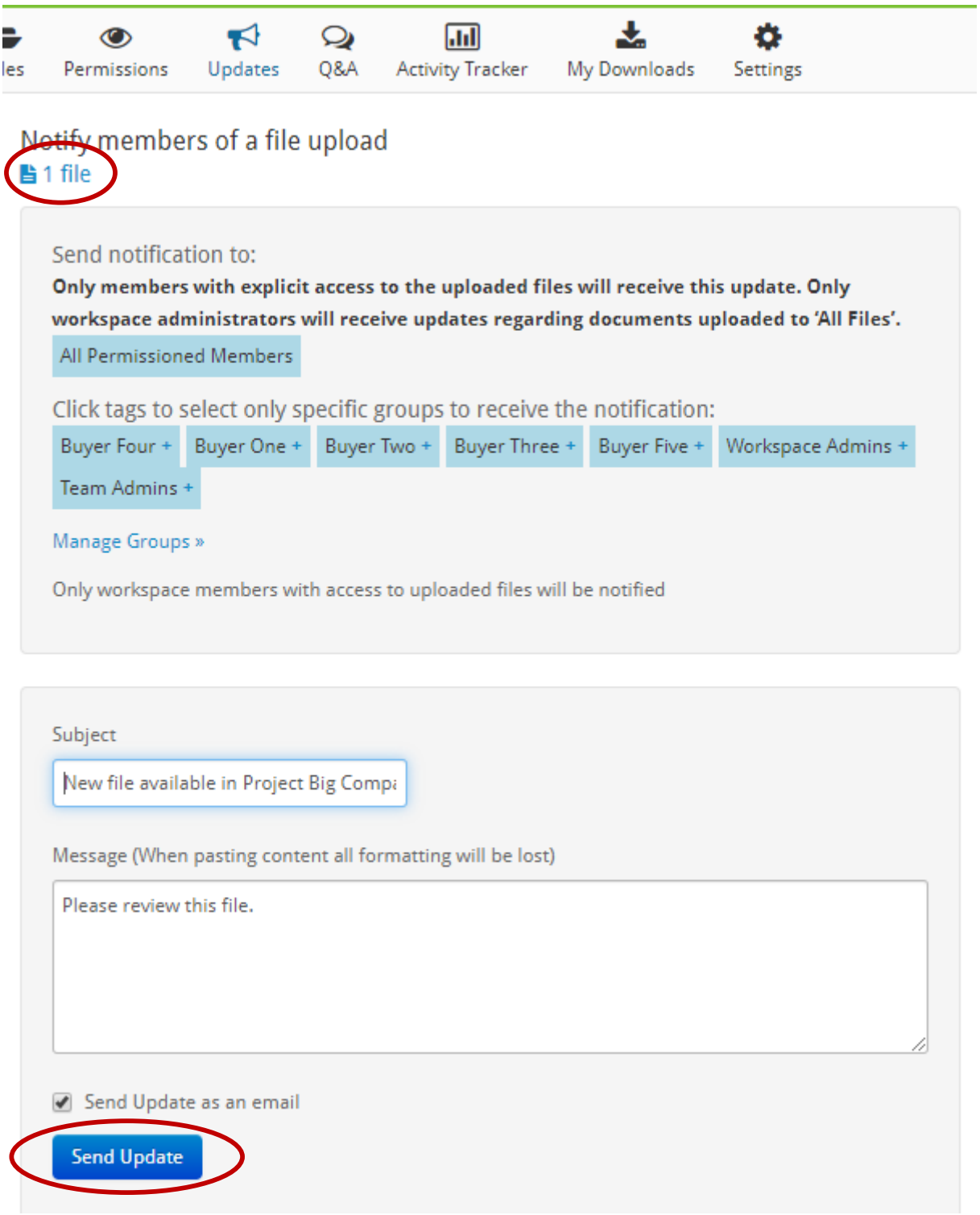
Caplinked allows administrators options to notify users of document uploads immediately after they're completed, and also to send update messages quickly and easily as required.

In the screenshot below, a document has been uploaded, and the blue banner and "Notify Members" button has appeared. This functionality wouldn't be used when you're initially loading all of your files, but if the data room has been opened and diligence has begun, you may want to notify users immediately of a new item you've just added. The message will include a link or multiple links to the document(s) you've added. These can only be sent to eligible users. No risk of error or sending to the wrong users exists.

The Updates/Messaging option is not available when the workspace is in **DRAFT mode**.



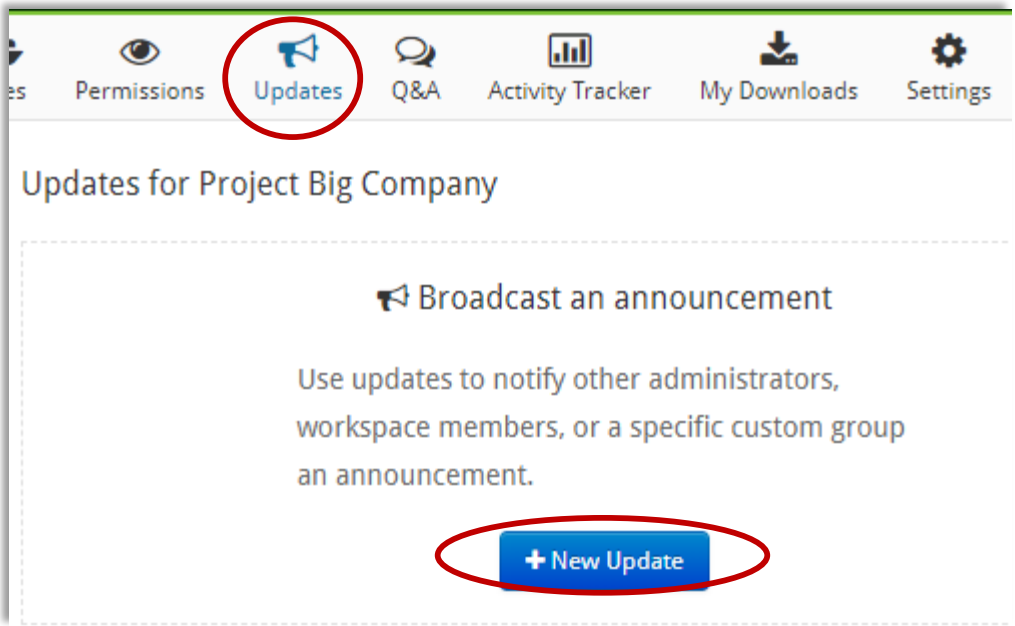
After clicking the Notify Members button, you'll arrive in the updates tab. You can select specific groups to receive the message, or send to all permissioned members.



When you click the Updates tab, you'll see the following view. In this instance, you can click the New Update button and send a message to the user groups of your choice, or to all users. This can be a real time saver since you don't have to use your email

platform for communication. If you've integrated Caplinked with your email servers, messages will be sent as an email from you. The need to BCC numerous recipients using your company email platform is eliminated.

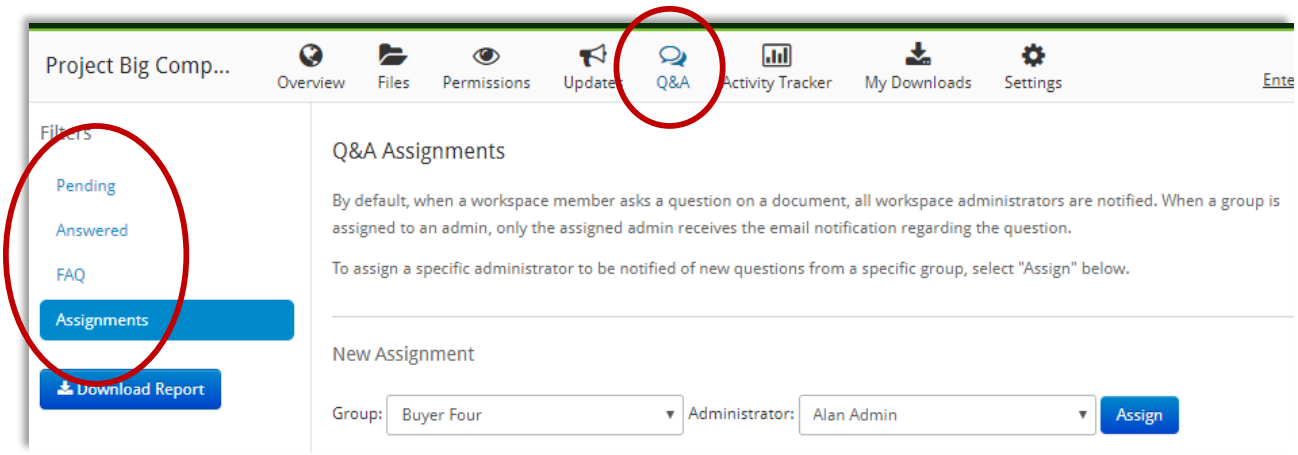
Once you click New Update, you'll see all of your user groups as potential recipients. Select specific groups, or go with the default, All Members. Enter your subject, your message, leave the box checked for "Send Update as an email", and then click Send Update.



15. Q&A functionality in Caplinked

See the video: CLICK HERE or Scan the QR Code with your mobile device

When Q&A is left enabled in Caplinked, your users and administrators will see the Q&A tab, and under every document will be a text box where questions can be asked. Remember that all of your users are anonymous to each other. They will never see the questions or the answers, unless you elect to add them to the FAQ area. This assumes the questioner has not identified themselves or their firm in the question.



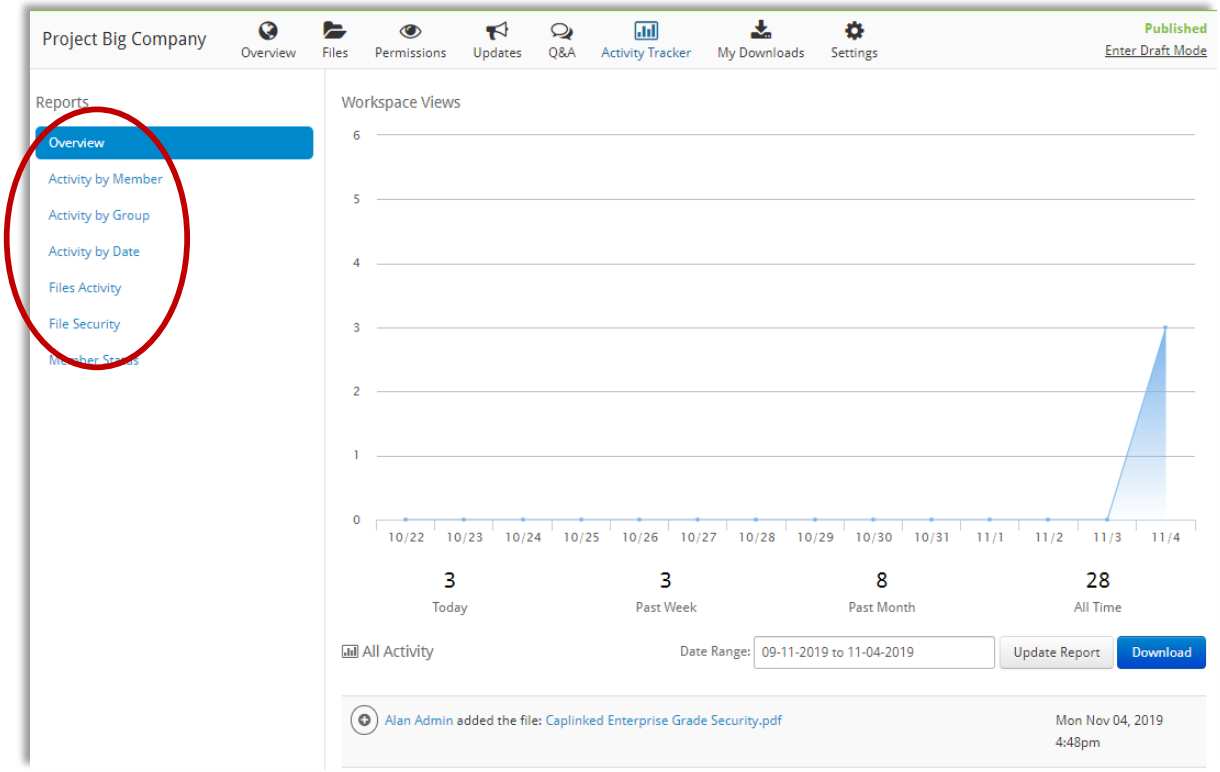
Administrators will see four links in the Q&A area. Each is fairly self-explanatory. ***Pending, answered, FAQ, and Assignments***.

Assignments allow groups to be assigned to specific administrators. This will cause any inbound questions from those groups to go only to that administrator, thus eliminating unnecessary messages to others. One example could be that if there was a group of lawyers, you may choose to have all of their questions go to your General Council. For some investment banks, they may have added a client representative as an administrator, and the banker wants all groups assigned to him or herself so they can review and screen questions before seeking responses from the responsible party.

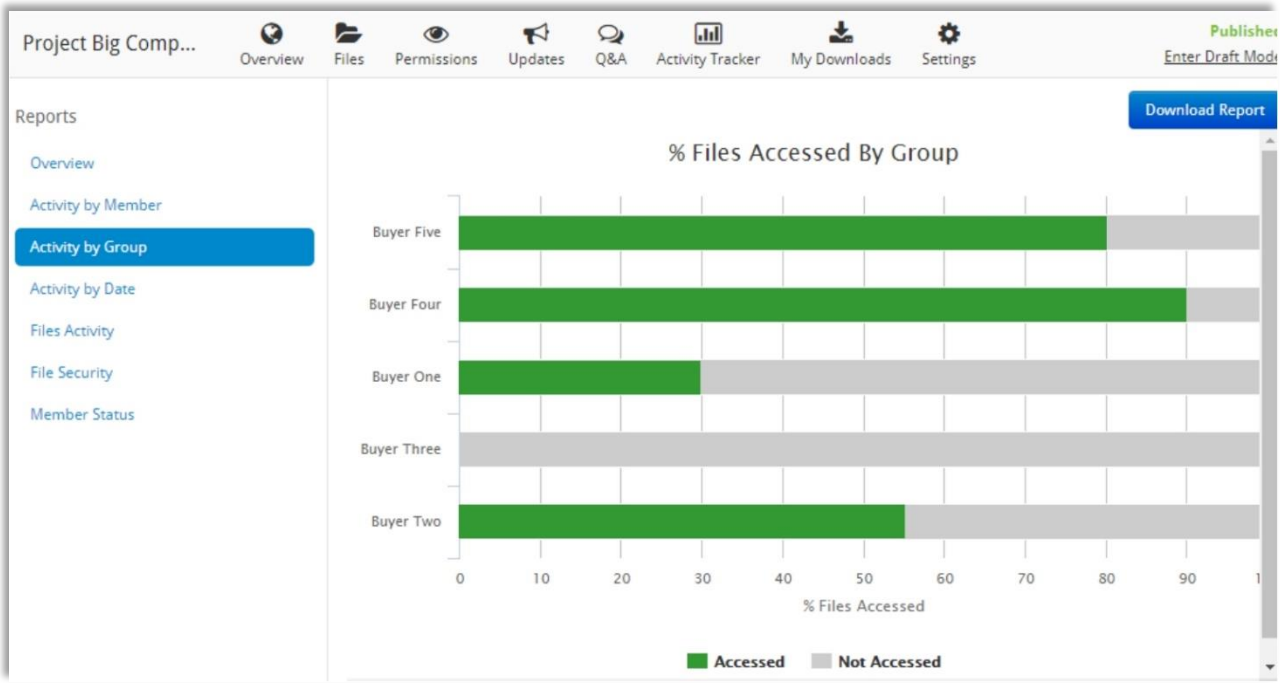
16. Activity reporting

See the video: CLICK HERE or Scan the QR Code with your mobile device

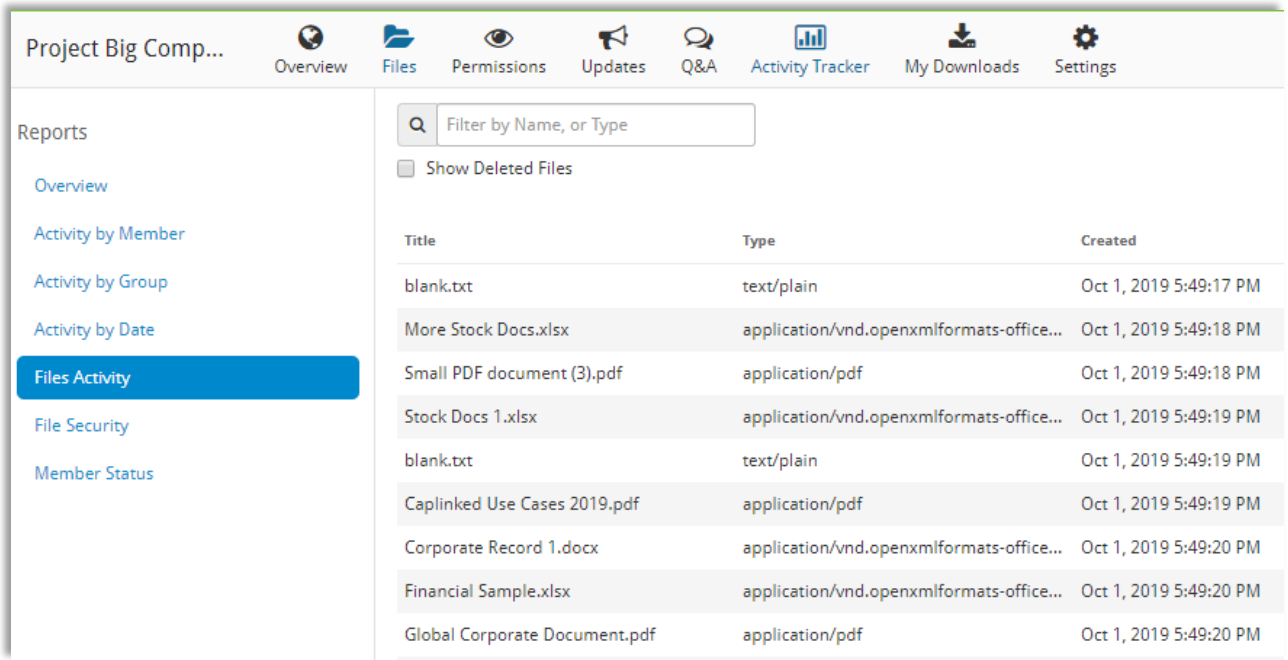
All activity is recorded from the moment a workspace is opened, until it's finally closed and removed from Caplinked. The initial view you'll see when entering the workspace is a graph of the lifetime activity. You can select pre-set ranges of time, or create a custom date range. The activity can be downloaded and will export in a CSV format.



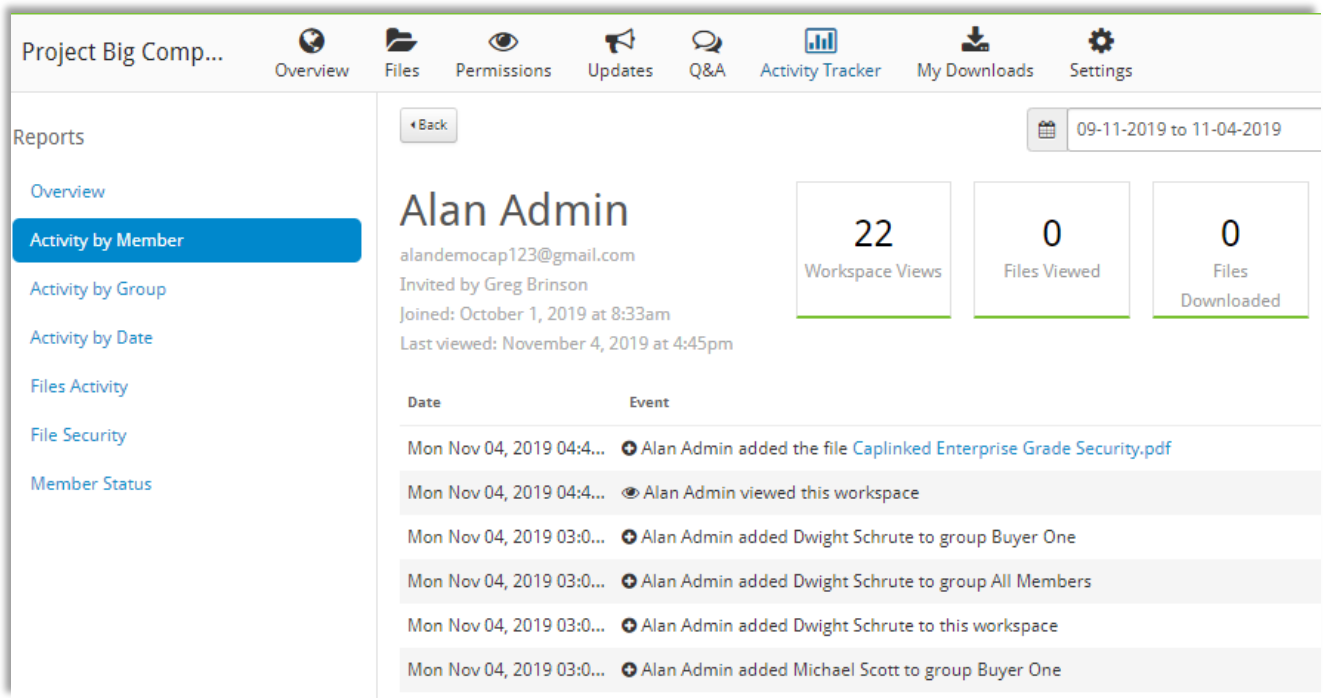
Another report is **Activity by Group**. In a sell-side scenario, this would give an indication as to which groups are viewing documents and the volume viewed to date as a percentage of the total.



File Activity allows you to select specific documents and view a report of which users have reviewed those files and the duration of time spent doing so. This duration data is also captured for downloaded documents when DRM has been enabled.



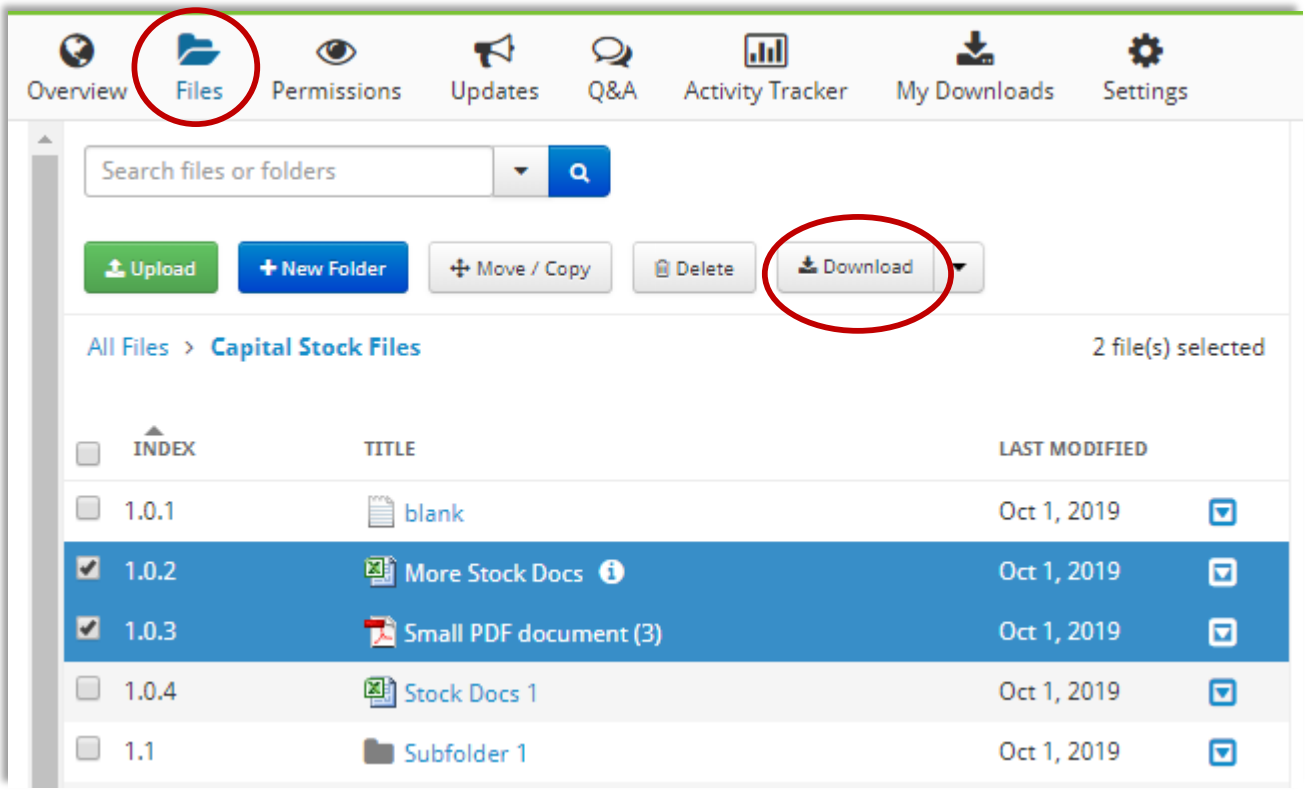
Member Activity is also available. By selecting a specific member you will see their total number of activities, as well as how many times they've entered the workspace, how many files they've viewed, and how many they've downloaded.



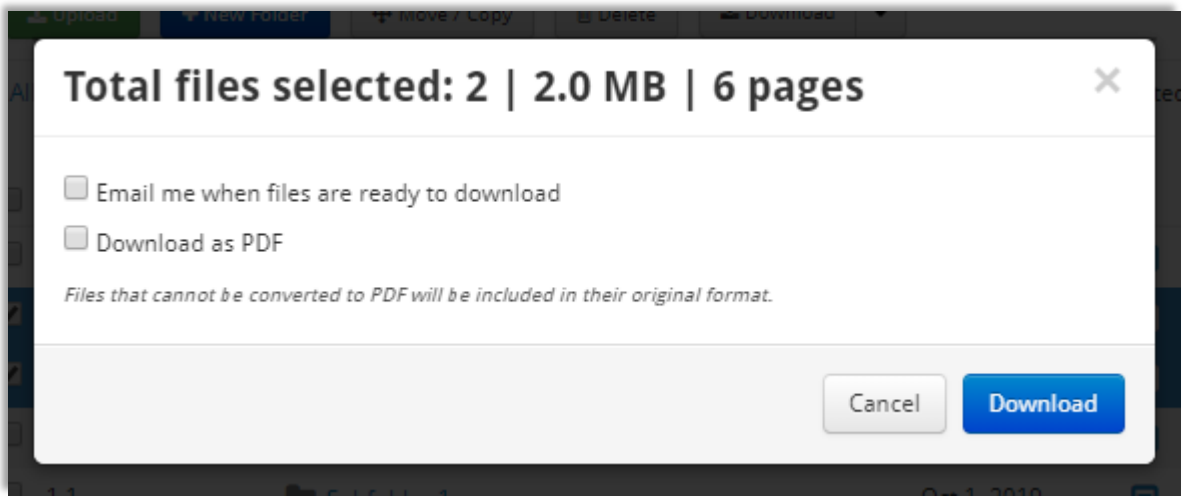
17. Downloading folders and files

See the video: CLICK HERE or Scan the QR Code with your mobile device

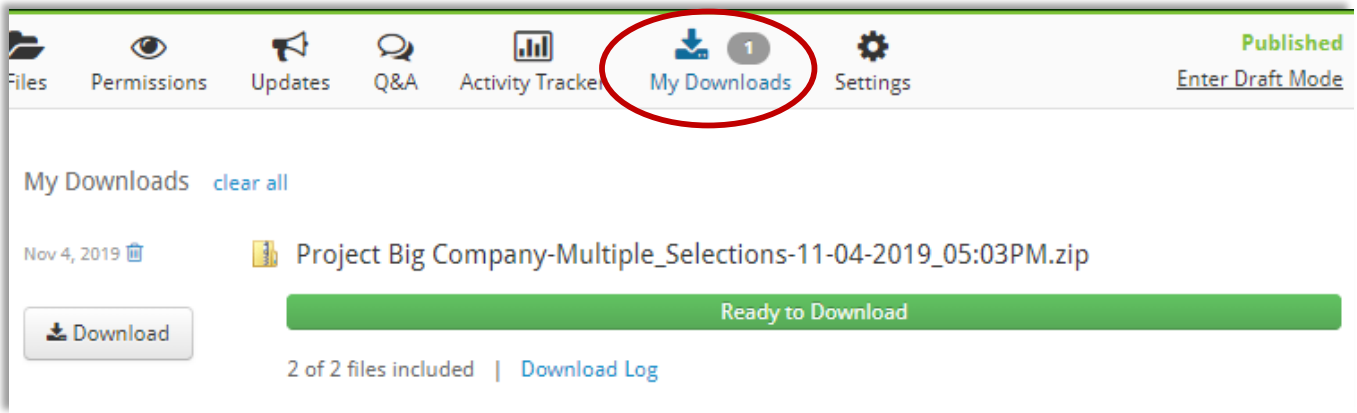
Workspace members can download up to 5GB of folders, sub-folders, and files at a time, which in most cases would cover the entire inventory. Simply click the checkbox located to the left of any item, or to select everything, click the checkbox at the top of the column. You can select several items in sequence by selecting the top item, holding the Shift Key, and selecting the bottom item.



Select items > Click the Download Button and the following window will open. Make checkbox selections and click Download.



Your downloaded items will be staged in the Downloads Tab in a zip file format. You'll be able to download the zip file to your computer to use and review the files.

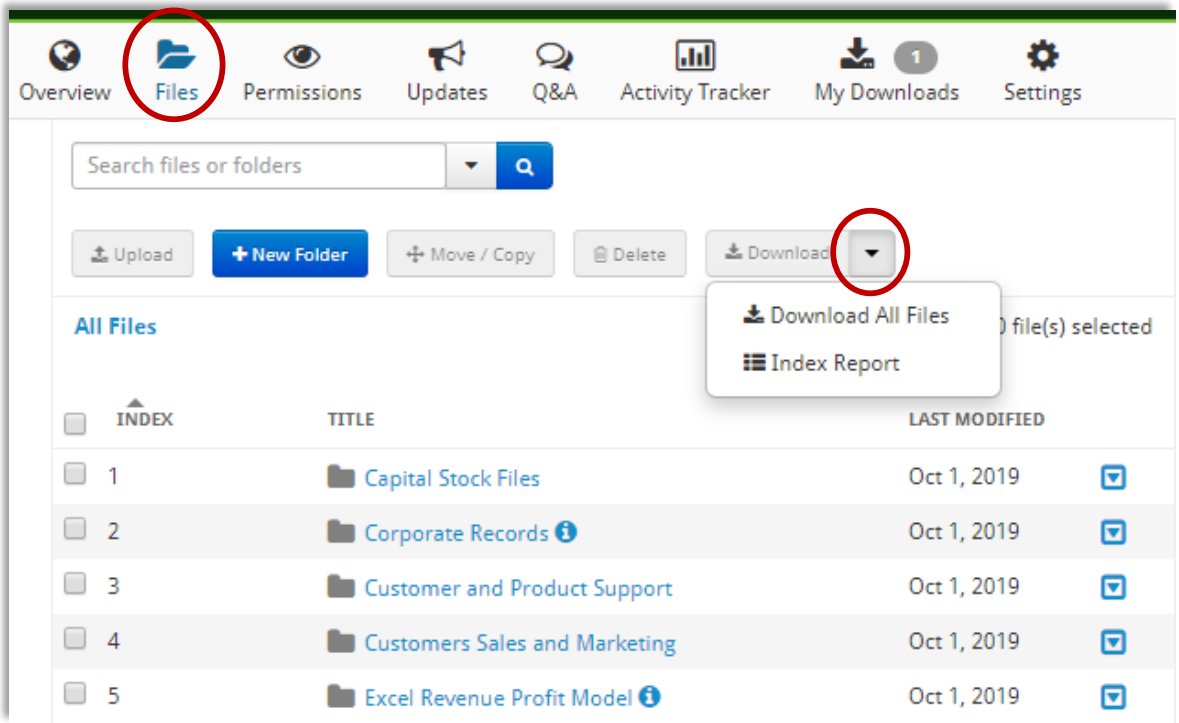


18. Downloading all folders, files, and your index report

See the video: CLICK HERE or Scan the QR Code with your mobile device

When you're ready to close out your workspace, you may wish to download the entire inventory and the accompanying index report. Beside the Download button, you'll see a dropdown arrow. When you click the arrow, you'll see options to download all files and your index report.

To close your workspace and delete it, you will need to contact Caplinked Support. This is a required step as we do not permit clients to delete a workspace themselves. The reason being is that once you delete it, the data and activity is gone. We can't recover it. We will confirm that you have downloaded all data, and will need confirmation in writing, via email, that we can perform the deletion on your behalf.

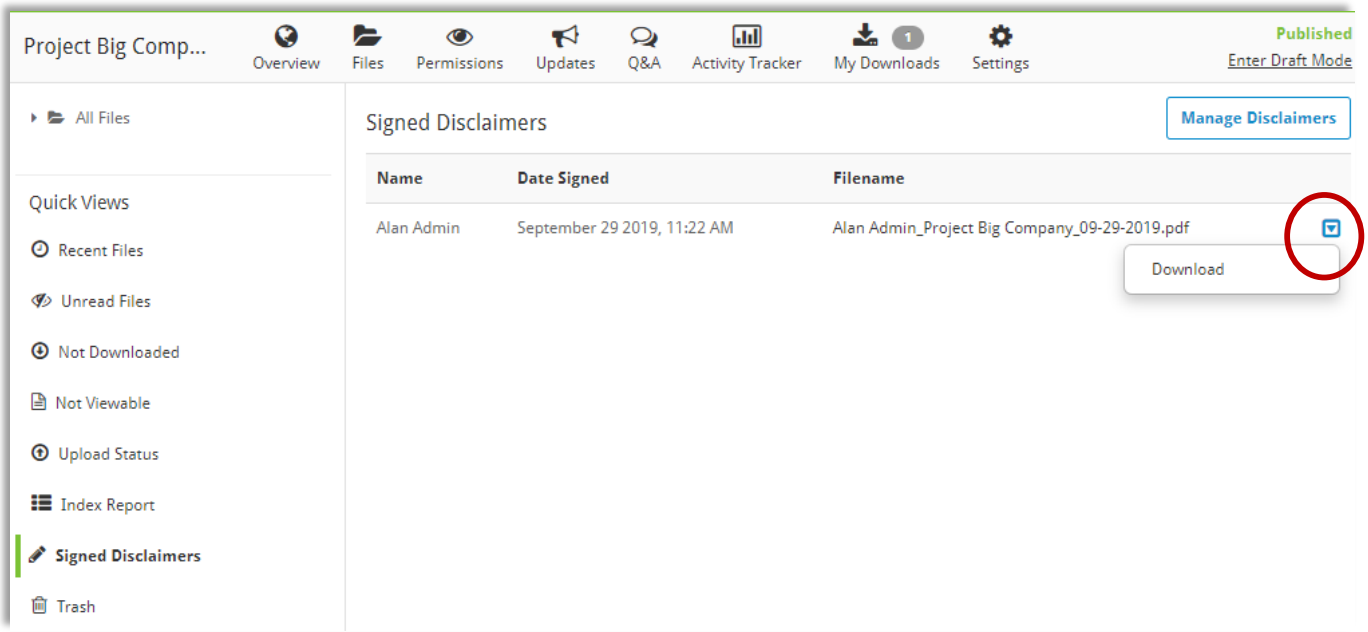


19. Locating and downloading signed disclaimer documents

See the video: CLICK HERE or Scan the QR Code with your mobile device

In a prior video, we covered disclaimer documents that you may choose to employ. If you require a digital signature on that document before your users enter the workspace the first time, those signed document will be hosted on Caplinked within the workspace.

Should you ever need to retrieve a signed disclaimer to prove it was seen and signed, you can do so from the files tab. In the left column you'll see a menu item for **Signed Disclaimers**. Click the link and you'll see one for each user. To download any of them, click the blue arrow to the right side, and select download.

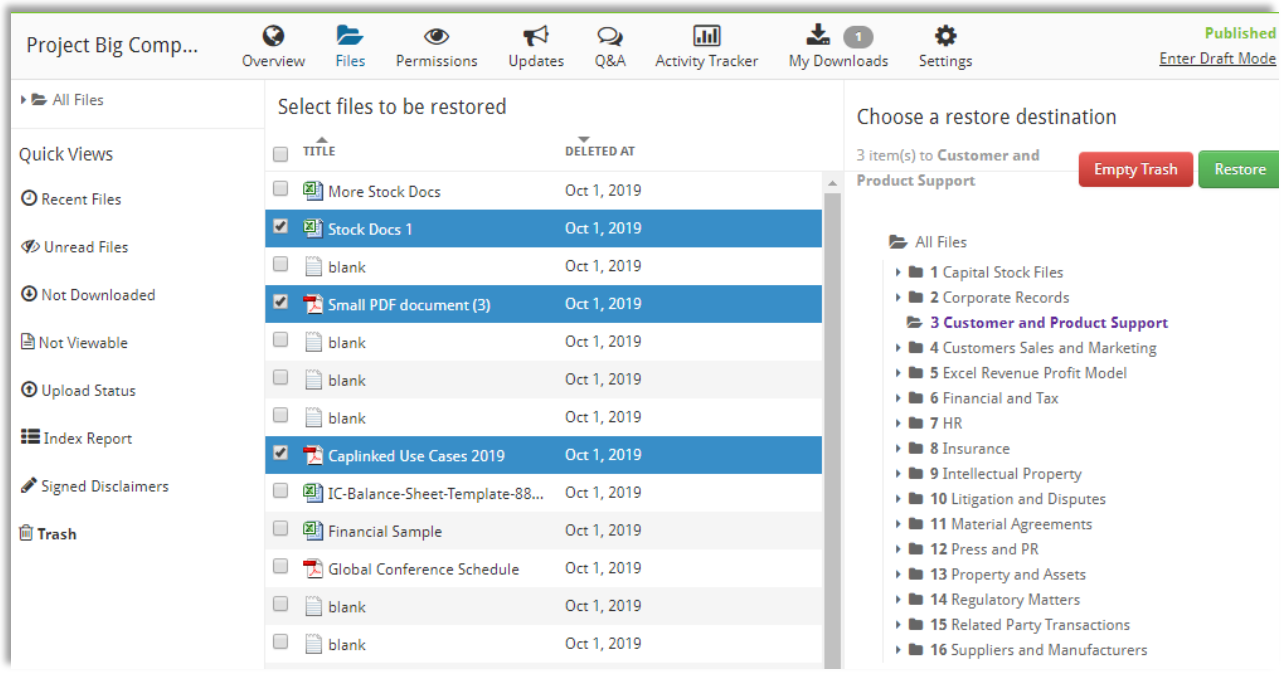


20. Trash bin – restore deleted files – empty the trash

See the video: CLICK HERE or Scan the QR Code with your mobile device

Also located in the left column of the Files view is a link to your Trash Bin. You have the option to Empty the trash, or to restore items that may have been inadvertently deleted.

To restore items, select the items with the checkbox to the left side of each item. In the right side file hierarchy view, select the folder that you want the items restored to, and click the **Green Restore button**.



Section 2

User Training

Download the "Client User Upload Guide" by CLICKING HERE or by scanning the QR Code below. You can send the upload guide to clients or other users if you'll be having them upload files to Caplinked.

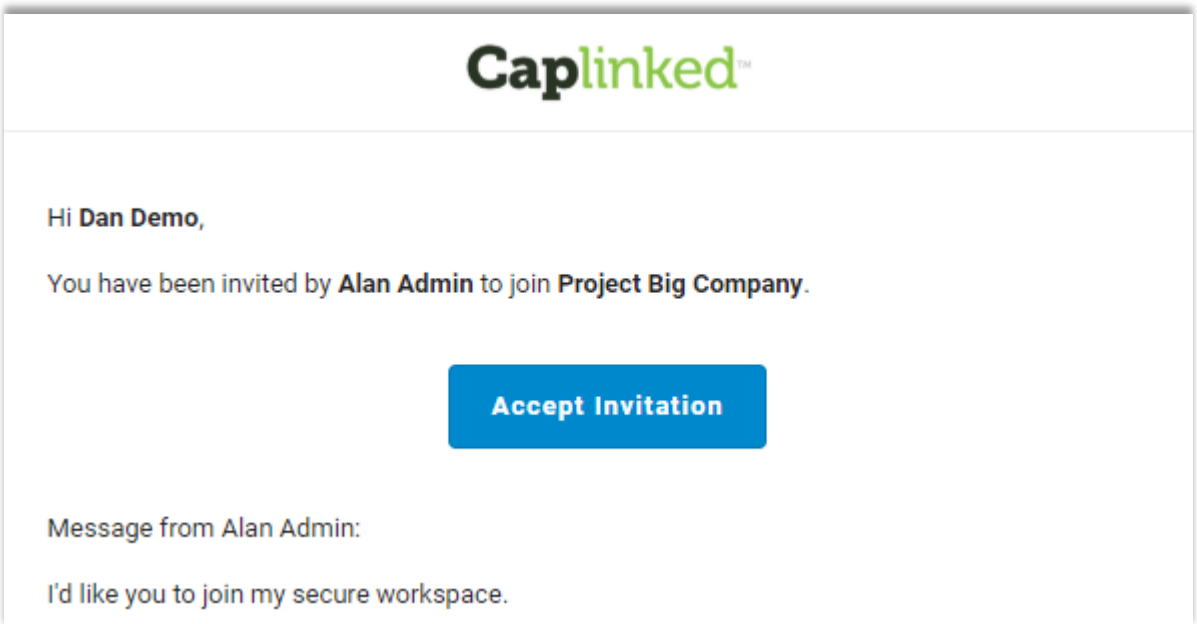
Send this section of the guide to your clients or users that will be uploading to Caplinked.

Scan the Section 2 QR code to access the User Training Guide only.

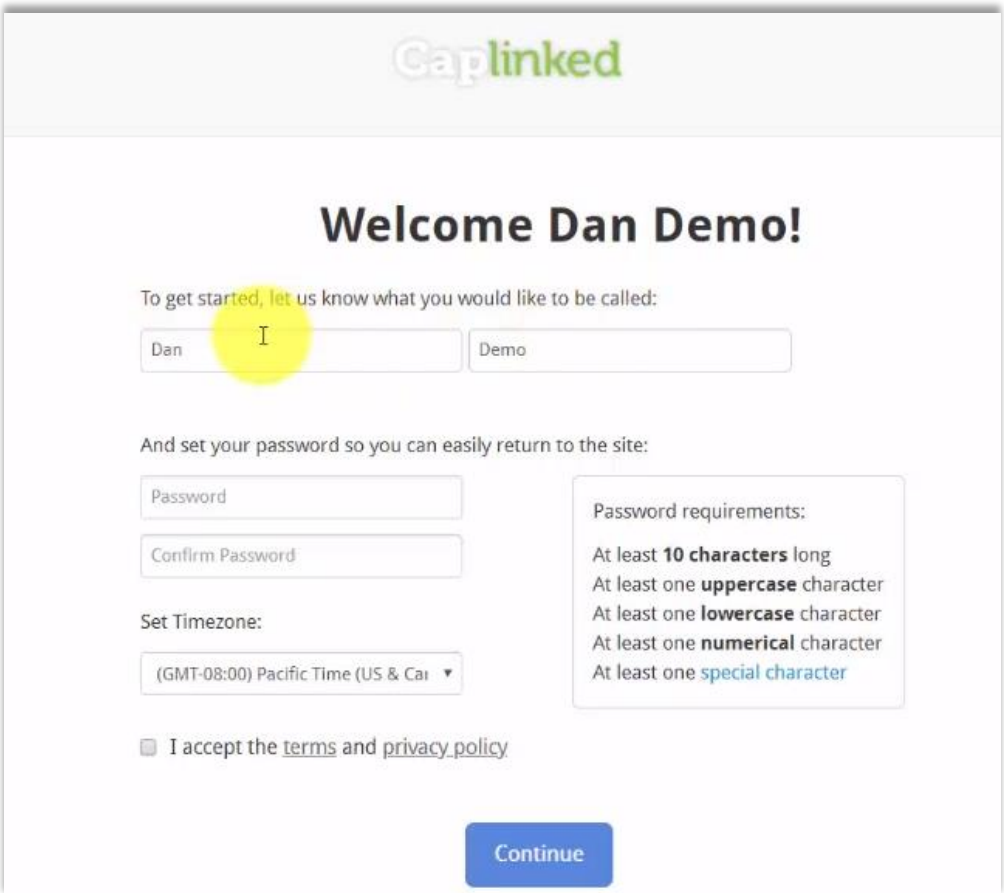
S2.1. Activating your account

See the video: CLICK HERE or Scan the QR Code with your mobile device

If you've been asked to upload files to Caplinked, you'll receive an emailed invite like the one below. Simply click the blue "Accept Invitation" button to proceed with setting your password and accessing the platform.



After clicking the accept invitation button you'll be brought to this screen. Your name may have defaulted into the appropriate fields. If not, please enter your first and last names. Create your password while taking into account the password requirements shown in the box to the right. Click continue and you'll be taken directly to your Caplinked workspace.

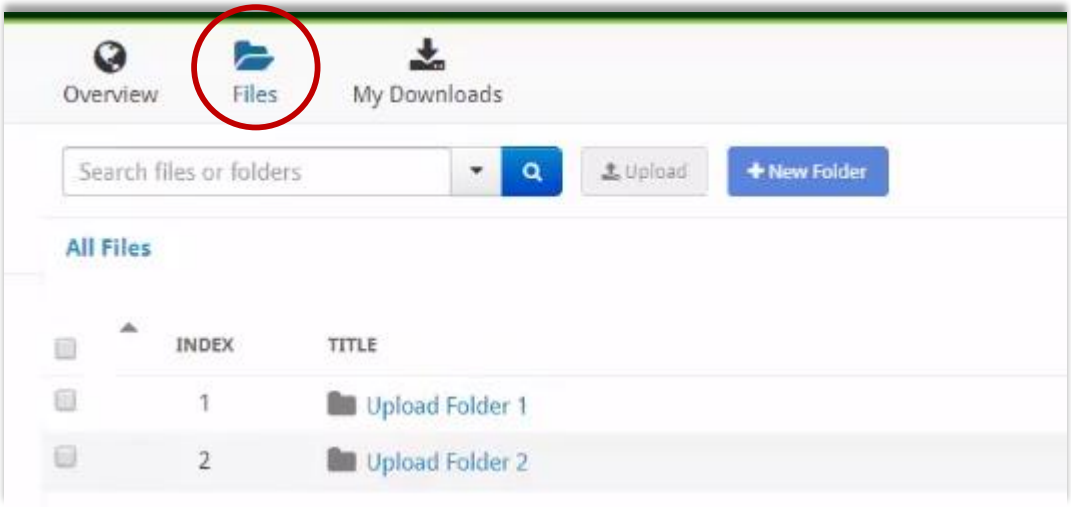


S2.2. Uploading files to Caplinked

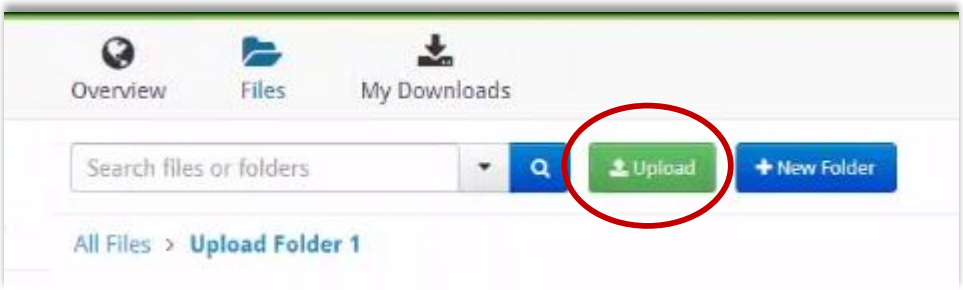
See the video: CLICK HERE or Scan the QR Code with your mobile device

From your dashboard you will have clicked on the workspace to which you have been invited. Click the “Files” icon to arrive upon a screen view similar to what’s shown below. You may have a single folder, or you may have multiple folders showing. This will depend

on what you've been given access to and how the administrator wants you to upload your files.

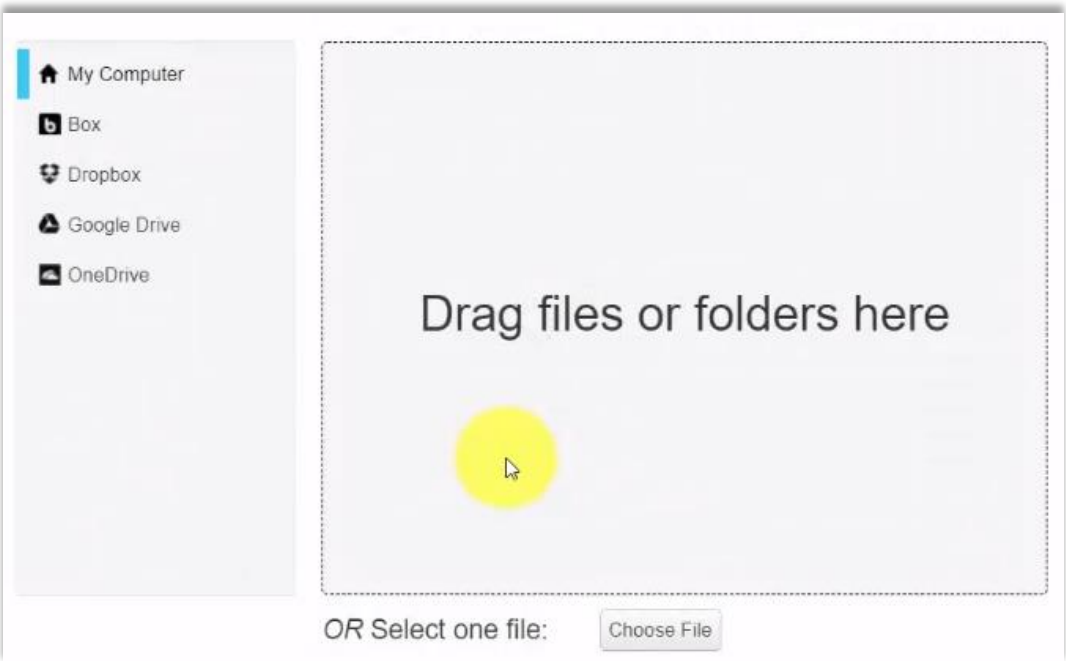


After you <u>click into a folder</u>, you'll see the "Upload" button has turned green.



After clicking upload, the window below will open. At this point, you can simply select your files and folders from your computer, drag them, and drop them to begin the upload process. DO NOT navigate away from this page until the upload is complete.

** It's recommended that you use the **<u>Google Chrome browser</u>** for uploading. This will ensure that all of your folder, sub-folder, and file structure is maintained.*



The administrator that invited you to the Caplinked workspace may have requested a bulk upload, or they may have setup folders for you to separate the files. The accompanying video module will further explain the differences.

For support requirements, please send an email to support@caplinked.com

Download just the **"Client User Upload Guide"** by CLICKING HERE or scan the QR code below, then send it to your client.

Section 3

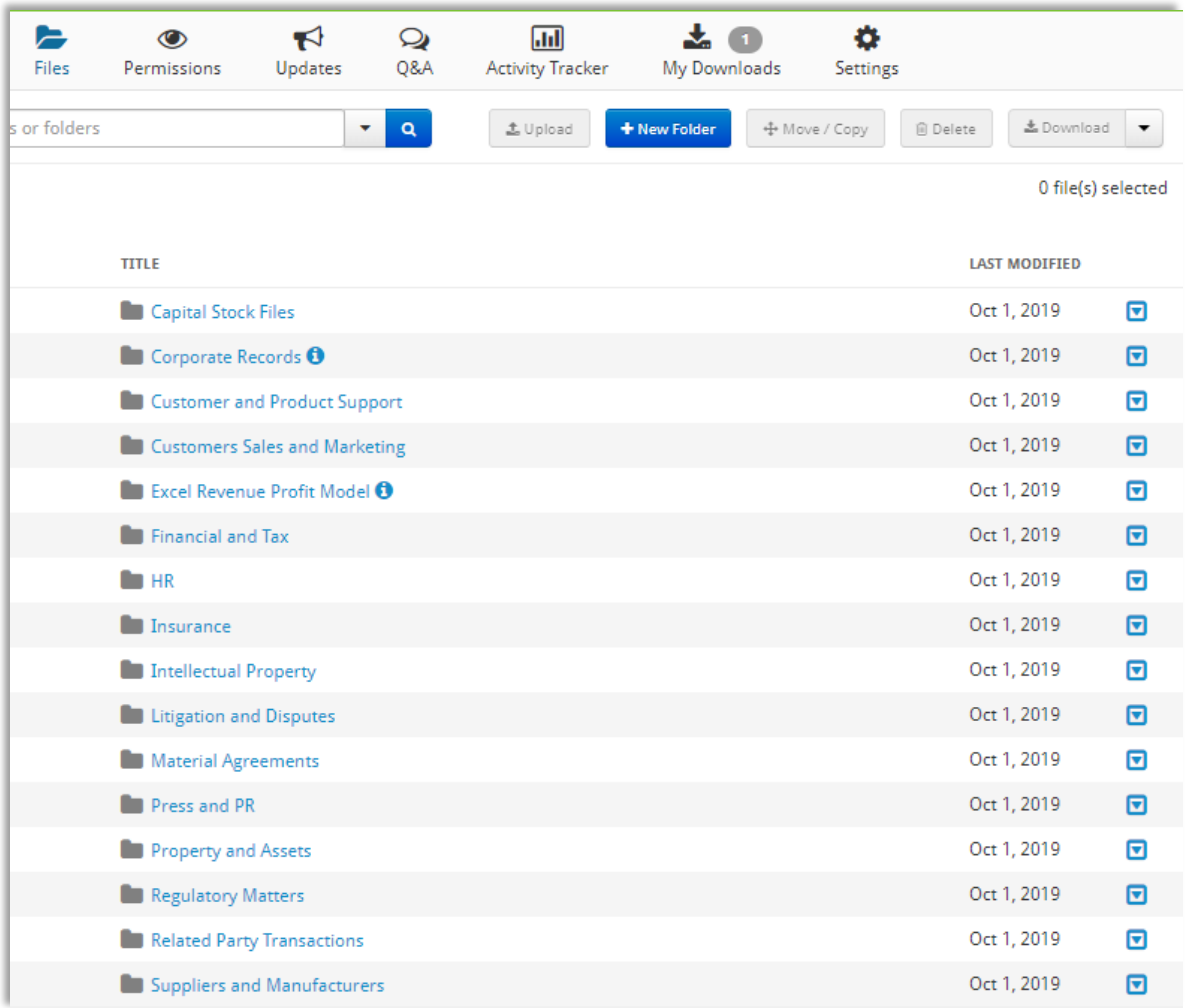
Use Cases

S3.1. Due Diligence for M&A

Perhaps the most familiar use for a data room is due diligence for M&A, or an Asset Sale. Unlike some of the familiar file sharing platforms that are widely used for collaboration, virtual data rooms are specifically designed to mitigate risk, provide insight by monitoring users and what they've viewed, and to eliminate the ability for users to retain or share content with unapproved third parties.

Please **refer to Section 4** of this guide for an extensive Forbes article on data rooms for M&A.

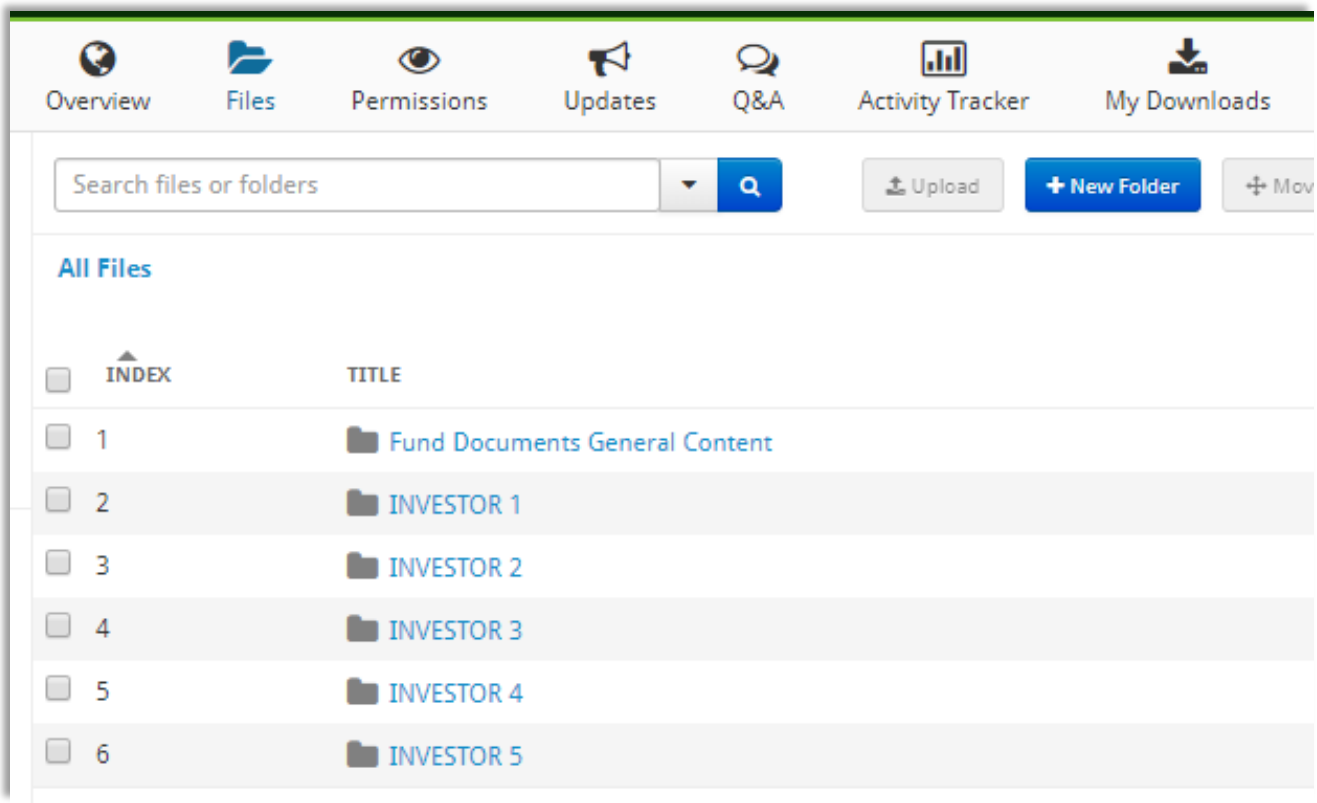
The following graphic shows a sample list of parent folders for an asset sale.



S3.2. Capital raises – fund marketing, and investor reporting

A cloud based platform like Caplinked has allowed firms to not only use a data room for capital raises, but as an ongoing investor portal for reporting purposes and for the sharing of tax documents.

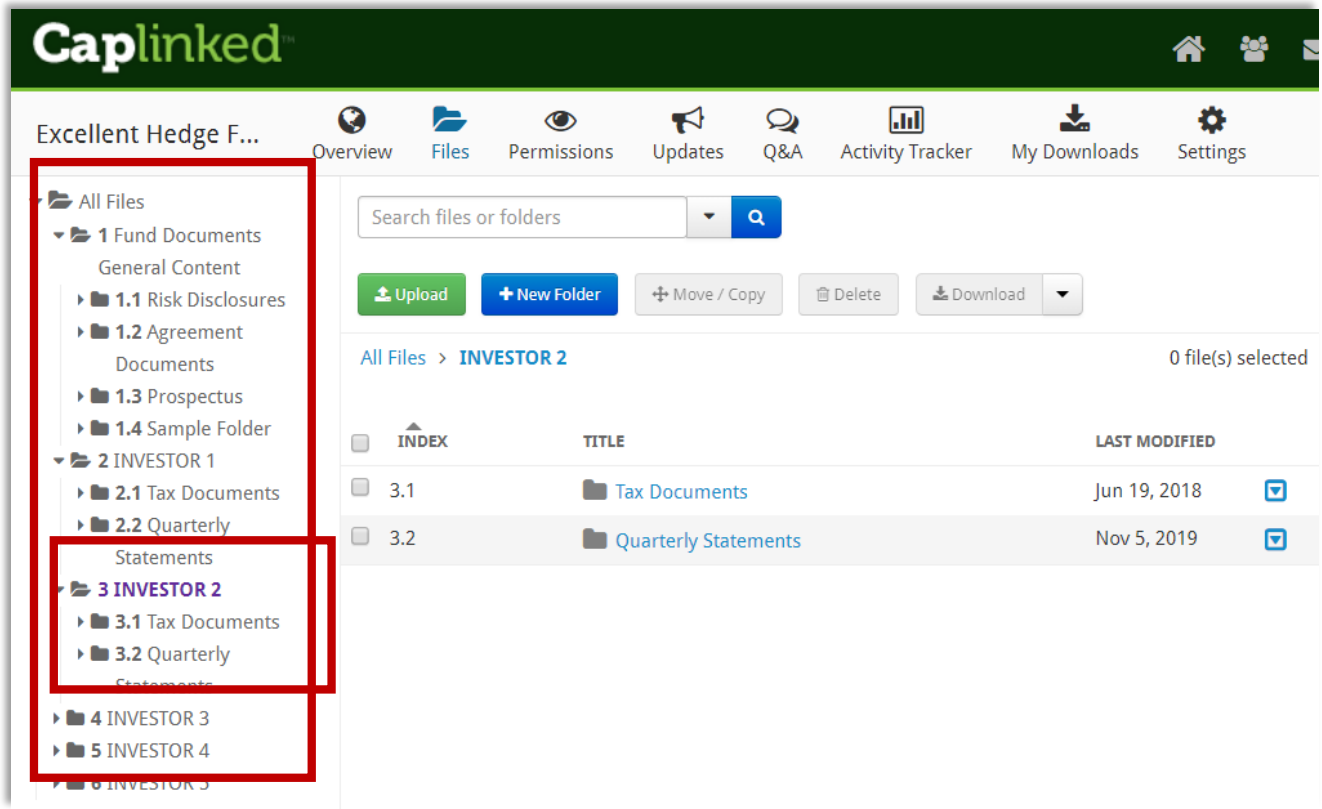
In the following graphic is an example of the folder tree and how this may be accomplished. You may market to a list of potential investors and present the prospectus and other materials to everyone you've invited. As investors express interest, they can be granted access to a personal folder where they may need to upload qualifying or signed documents, and in the future their quarterly statements and tax documents.



In the next screen view, we've clicked into an investors folder, and we can see the

subfolders for tax documents and quarterly statements. Remember that your user is only going to see the General Content folder, and their Personal Folder when they login. The folder names would also be a client name or some other unique identifier.

Pro tip: By using a data room like Caplinked for a capital raise, you'll be able to see during the marketing phase, which investors are reviewing documents, and which are not. This may help in follow up communication with the two different groups (those who appear to be interested, and those who may not).



S3.3. Client Management – Document Sharing and File Receipt

Caplinked clients are from a variety of industry verticals that in years past, may not have been traditional users of virtual data rooms. We've seen accounting firms as an example, that share content with their clients, use Caplinked as a client repository, and receive content from clients as required. The platform is setup as an annual subscription service with a large number of workspaces to accommodate each of their clients.

S3.4. Pharma/Biotech, Mining, and Energy

Large enterprises in these industries can be very active in business development, research, exploration, project or product development, IPOs, and capital raises to name a few. A virtual data room provides a safe environment for hosting data, and acts as a secure, encrypted conduit for sharing content with external parties.

Section 4

Aug 15, 2016, 10:14am

Forbes Article: The Importance of Online Data Rooms In Mergers and Acquisitions

An “online data room” or “virtual data room” is an online warehouse of key documents about a company. Online data rooms are frequently used in connection with M&A transactions, to facilitate the extensive due diligence process typically undertaken by buyers.

The online data room is populated with the selling company’s important documents: contracts, intellectual property information, employee information, financial statements, capitalization table, and much more. The online data room allows the selling company to provide valuable information in a controlled manner and in a way to help preserve confidentiality. The online data room avoids the need to have a physical data room where the documents are kept, and helps expedite an M&A process.

The online data room can be established to allow access to all documents or only to a subset of documents, and only to pre-approved individuals. A number of online data rooms allow the seller or its investment bankers to review who has been in the data room, how often that party has been in the data room, and the dates of entry into the data room.

Access to the online data room is made via the Internet, with a secure user identification and a protected password.

The online data room provides the benefit of cost savings over traditional physical data rooms, easy access to documents when needed, a search function, easy updating and adding of new documents, and security of sensitive information.

Vendors of Online Data Rooms

There are many vendors of online data rooms. Most data room vendors charge based on the amount of storage used and the length of time that the data room will be functioning. Some law firms with sophisticated M&A practices also provide a private online data room for their clients.

Tips for Preparing the Online Data Room

Preparation of the online data room is extremely important for an M&A transaction. Here are some tips for preparing it:

- The management team of the selling company must understand that a complete online data room is essential to a successful M&A transaction. Knowledgeable key employees have to be given the responsibility to collect the needed documents.
- The preparation of the data room is very time consuming and must be started as soon as possible in the M&A process. Failure to have a complete data room ready will slow up or potentially kill the transaction.
- The online data room should be prepared in conjunction with preparation of the selling company's disclosure schedules attached to the acquisition agreement, as complete and accurate disclosure schedules are key to getting an acquisition completed.

Problems in Preparing the Online Data Room

Due diligence investigations by buyers frequently find problems in the seller's historical documentation process, including some or all of the following problems that can show up when preparing the online data room:

- Contracts not signed by both parties
- Contracts that have been amended but without the amendment terms signed
- Missing or unsigned Board minutes or resolutions
- Missing or unsigned stockholder minutes or resolutions
- Board or stockholder minutes/resolutions missing referenced exhibits
- Incomplete/unsigned employee-related documents, such as stock option agreements or invention assignment agreements
- Incomplete patent documents
- Incomplete capitalization table
- Missing stock purchase agreements and related investor rights documents

Deficiencies of this kind may be so important to a buyer that the buyer will require certain matters to be remedied as a condition to closing. That can sometimes be problematic, such as instances where a buyer insists that ex-employees be located and required to sign invention assignment agreements.

What Should Be in the Online Data Room?

Typically, everything material about the business of the selling company will need to be included in the online data room, including key contracts, intellectual property information, employee information, financial statements, and much more. Below is a comprehensive list that sets forth the types of information that may need to be included in an online data room. (See also 20 Key Due Diligence Activities in an M&A Transaction.)

Note that this is a sample list and additional documents may be appropriate in the context of a particular company or transaction. Do not include any attorney-client privileged documents into

the data room. The information here should generally apply to the company and each of its subsidiaries and predecessors. Also, consider whether any information that is highly confidential (e.g., customer pricing) should be redacted. Consider the sensitivity of any term sheets or letters of intent from potential acquirers.

1. Basic Corporate Documents

- Certificate of Incorporation and Amendments thereto
- Corporate Bylaws and Amendments thereto
- List of Subsidiaries and ownership percentage
- Subsidiary Certificates and Bylaws
- Shareholder Minutes and Consents
- Business Licenses
- Business Permits
- Board Committee Minutes and Consents
- List of jurisdictions where Company is qualified to do business, owns or leases real property, or is otherwise operating
- Good standing certificate in jurisdiction of incorporation
- Franchise tax board certificate in jurisdiction of incorporation
- List of current officers and directors

2. Capital Stock and Other Securities

- Shareholder List (name, amount, date of issuance, consideration received, common or preferred, etc.)
- Optionholder List (name, amount of options, date of grant, vesting schedule)
- Warrantholder List
- Cap Table
- Convertible Note Register
- Stock Purchase Agreements
- Voting Agreements
- Registration Rights Agreements
- Management Rights Agreements
- Stock Option Agreements
- Stockholder Agreements
- Stock Certificates
- Proxies
- Buy-Sell Agreements
- Securities law filings and permits
- Recap and organization documents, including reincorporations
- Disclosure documents used in private placements of company securities
- Term sheets signed in connection with prior securities issuances

3. Financial and Tax Matters

- Audited Financial Statements
- Unaudited Financial Statements
- Monthly Financials
- Quarterly Financials

- Letters from Auditors
- Projections and Assumptions/Operating Plans (current)
- Federal Income Tax Returns
- State Income Tax Returns
- Foreign Income Tax Returns
- Other Tax Returns/Filings
- Reassessment or deficiency or audit notices
- Banking Accounts and Signatories
- Loans and Promissory Notes
- Capital Leases
- Security Agreements
- Accounts Receivable Aging Schedule
- Accounts Payable Schedule
- Description of any changes to accounting methods or principles
- 409A Valuations
- Guarantees
- Bridge Financings
- Inventories: (i) inventory summary by major product as of most recent practicable date; (ii) schedule of consigned inventory; (iii) copies of the Company's policies for providing for obsolete and slow-moving inventory and summary of obsolescence write-offs and provisions for slow-moving inventory for the last year; and (iv) description of the Company's methods of inventory control
- Schedule of material prepaid expenses and "other assets" as of most recent practicable date
- Schedule of property, plant and equipment, and accumulated depreciation broken down into category (i.e., land, buildings, equipment, etc.) for the last year (indicating beginning balances, additions (or provisions), retirements, and ending balances
- Cash flow and working capital analysis as of most recent practicable date
- Pricing policies, including commission and rate schedules
- Product return rate analysis for last fiscal year and current fiscal year to date
- Capital expenditure programs for last and current fiscal year
- List and copies of all tax sharing and transfer pricing agreements currently in effect (if there are no written transfer pricing agreements, explain the transfer pricing methodology used between affiliated entities)
- Schedule of the amount, origin, and status of any U.S. net operating losses or credit carryforwards (including information on any ownership changes or other events to date which might affect such items)
- Copy of most recently filed Form 5500 for 401(k) plan
- Agreements waiving statutes of limitation or extending the time during which suit might be brought with respect to taxes
- Correspondence regarding any tax liens

4. Property and Assets

- Schedule and summary of all owned real property
- Schedule and summary of all leased property
- Real property mortgage and loan documents
- Security agreements, pledges, and encumbrances on assets

- List of material personal property assets
- Documents relating to any environmental matters concerning leased or owned property
- Real property leases and amendments and consents related thereto
- Personal property leases and amendments

5. Intellectual Property (IP)

- Summary of Patents and Patent Applications
- Patent Applications
- Patents Issued
- Summary of contracts where Company IP is licensed to a third party, and actual contracts
- Software License Agreements summary
- Software License Agreements
- Employee Non-Disclosure and Proprietary Inventions Assignment Agreements
- Consultant Non-Disclosure and Proprietary Inventions Assignment Agreements
- IP litigation summary
- IP litigation case filings
- Claims or communications against the Company for IP infringement
- Claims or communications against third parties for IP infringement
- List of open source software used
- Trademarks
- Service marks
- Technology license agreements
- IP transfer or sale agreements
- IP escrow agreements
- Third party non-disclosure or confidentiality agreements (consider redaction of names)
- Internal policies to protect IP
- List of registered copyrights
- List of domain names, with expiration dates
- Schedule of mask work registrations and applications
- Clinical trial information (for biotech companies)

6. Material Agreements

- Summary of Material Agreements
- Summary of agreements needing consent in the event of change in control
- Material Sales Agreements
- Intellectual Property Agreements (see Section 5)
- Distribution Agreements
- Partnership or Joint Venture Agreements
- Leases (see Section 4)
- Non-Competition Agreements
- Employment Agreements
- Change in Control Agreements
- Inter-company agreements
- Agency agreements

- Prior M&A agreements
- Investment Banker engagement letters
- Indemnification Agreements
- Loan or Credit Agreements
- Mortgages
- Privacy Policy
- Terms of Web Site Use Agreement
- Other material agreements

7. Customers, Sales, and Marketing

- List of customers and key metric information
- Form of Sales Agreement
- Accounts Receivable summary
- Sales Commission Plan
- Sales allowances and return policies
- Reseller information
- Credit and collection policies and processes
- Backlog
- Sales projections and assumptions
- List of products and summary
- Product road maps
- Marketing materials and sales literature
- Product campaigns and launches (summary)
- Industry and analyst reports

8. Suppliers and Manufacturers

- List of key suppliers and products supplied
- Supplier agreements
- Original Equipment Manufacturer (OEM) agreements
- List of key manufacturers and manufacturing summaries
- Manufacturing agreements

9. Customer and Product Support

- Customer satisfaction surveys
- Current sales brochures

10. Regulatory Matters

- Government permits
- Notices of violations from governmental or regulatory bodies
- Government licenses
- OSHA, EPA, ERISA, COBRA, FLSA, EEOC, NLRB, etc., notices

11. Litigation/Disputes

- Summary of any litigation or arbitration matters

- Copies of all litigation complaints
- Copies of all arbitration filings
- List of all orders, writs, decrees, injunctions, judgments, or rulings by any court or agency
- Documents related to any threatened litigation, arbitration, or governmental action
- Environmental claims and actions
- Copies of lawyers' letters to auditors
- Past settlement agreements

12. Insurance

- Summary of all insurance policies
- Copy of directors and officers liability insurance (D&O) policies
- Copy of liability policies
- Copy of key person insurance policies
- Copy of workers' compensation policies
- Other insurance policies
- Insurance claims pending
- Description of any self-insurance programs or captive insurance programs

13. HR/Employees/Consultants

- List of all employees by title, salary, commission, options, non-cash compensation, bonus, date of hire, severance obligations
- Organization chart
- Employment agreements
- Standard offer letter to employees
- Non-competition and non-solicitation agreements
- Benefit plan summary
- 401(k) plan
- Health and medical plan
- Life insurance plan
- Dental plan
- Retirement plan
- Disability plan
- Vision plan
- Childcare plan
- Other benefit plans
- Employee handbook
- Employee policies not reflected in handbook
- Collective bargaining agreements
- Bonus plans
- Profit-sharing plan
- Incentive plans
- Change in control plans or agreements
- Stock option or restricted stock plan
- Listing of consultants and independent contractors and summary of arrangements
- Consulting and independent contractor agreements

- Severance plans
- Description of any pending or threatened labor or employment disputes or work stoppages during the last three years

14. Press and PR

- Press releases
- Newspaper articles
- Analyst reviews

15. Related Party Transactions

- Written agreements (and description of oral arrangements) between the Company and any current or former stockholder, officer, director, or employee of the Company
- Description of any direct or indirect interest of any stockholder, officer, director, or employee of the Company in any corporation or business that competes with, conducts any business similar to, or has any present (or contemplated) arrangement or agreement with (whether as a customer or supplier) (i) the Company or (ii) the acquirer
- Documents not covered by the above relating to agreements of the Company in which either current or former stockholders, officers, directors, or employees of the Company are or were materially interested
- List identifying any stockholders, officers, directors, or employees of the company who have an interest in any of the assets of the Company

By Richard D. Harroch.

About Caplinked

CapLinked makes it faster, safer, and easier to manage business transactions in the cloud. CapLinked's secure platform provides companies with easy-to-use tools for capital raises, asset sales, mergers & acquisitions, real estate deals, investor & board reporting, business development negotiations, and other types of complex business transactions. The Wall Street Journal called CapLinked "the go-to place for setting up and closing deals," and Inc. Magazine named CapLinked to its list of 5 Back-Office Tech Innovations.

Founded in 2010 by Eric M. Jackson (PayPal's first head of US marketing) and Christopher Grey (former private equity and investment banking executive), CapLinked is based in Los Angeles. The company's investors include Peter Thiel (co-founder of PayPal), Hercules Technology Growth Capital, FF Angel, Siemer Ventures, 500 Startups, Joe Lonsdale (founder of Palantir Technologies), David Sacks (CEO of Yammer), 7th Rig, and Wasabi Ventures.

Starting a new Data Room?

Contact: sales@caplinked.com

For Customer Support please email

support@caplinked.com

Caplinked Login

www.Secure.Caplinked.com