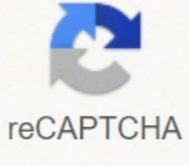




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BASIC DUE DILIGENCE MEMORANDUM (SHORT-FORM)

To: **Inc. (the "Company")**
 From: *****
 Date: *****
 Re: **Proposed Purchase of * by * (the "Transaction")
 Preliminary Due Diligence Request**

With respect to the above Transaction, please furnish us with the information described below. Please note that this memorandum is designed to allow you to indicate your response on this form, thereby substantially minimizing your response time. Accordingly, please check the appropriate line to the right of each request to indicate whether the request is either not applicable or applicable and whether the relevant documents or explanation is enclosed.

To the extent that your response to one (1) item satisfies the response requested in another item, please so indicate. Unless otherwise indicated, please provide the requested information for the Company and each of its subsidiaries. Please sign this document on the last page where indicated and return a copy of this memorandum to us, together with the applicable documents.

Prior to sending the documents to us, you should retain one (1) copy to facilitate the preparation of the Schedules to the definitive purchase agreement. All information furnished to us will be treated as strictly confidential.

THIS REQUEST PERTAINS ONLY TO MATTERS RELATED TO THE TRANSACTION. WE ARE OF COURSE AVAILABLE TO DISCUSS ANY QUESTIONS AT ANY TIME IN ORDER TO FACILITATE THE PROCESS. PLEASE PROVIDE THE REQUESTED INFORMATION AS SOON AS POSSIBLE.

I. CORPORATE MATTERS

No.	Description	None	Enclosed
(a)	Provide a complete list of all of the jurisdictions of incorporation for the Company and its subsidiaries		
(b)	Provide a complete list of all of the jurisdictions in which the Company and its subsidiaries are qualified to do business as extra provincial or foreign corporations		
(c)	Provide a complete list of all current shareholders of the Company, its subsidiaries and any other corporation or entity of which the Company or its subsidiaries own at least a 10% equity interest		
(d)	Provide a copy of the constituting documents (e.g., Articles of Incorporation/Amalgamation/ Continuance and all amendments thereto) of the Company and each subsidiary		

II. The Importance and Purpose of Financial Due Diligence

Financial due diligence refers to financial professionals, according to the acquiring party's objectives and commissioned scope, conducting investigation into the target firm's financial circumstances and various other related factors. Financial due diligence ordinarily employs methods such as document review, conducting discussion and interviews with senior management and key employees, comparing historical financial data and trend analysis, and finally the reporting of financial and tax risks along with the actual operational situation of the target firm in written form to the acquiring party.

Conducting financial due diligence is not only related to proposed acquisitions or mergers, it can also be directed against joint ventures, financing or other deals and transactions. Principal work usually centres on people related or interest related business activities and relevant financial data, the ultimate goal being to provide assistance to the acquiring party in eliminating asymmetric information, and allowing the acquiring party to obtain a greater depth of understanding with regards to the target firm. Due to the differing characteristics of various industries, the knowledge and understanding of a certain industry on the side of an acquiring party might also differ from an equitable level with that of the target firm. Therefore financial due diligence process should be modified or adjusted so as to meet the acquiring party's specific needs and expectations. Generally speaking, the most important usage of financial due diligence is to realize the following functions:

1. To sufficiently reveal financial and tax risks
2. To analyse a firm's past profitability and cash flow, and according to this forecast the firm's future operational prospects
3. To understand the target firm's assets and liabilities (including contingent liabilities), internal control, and the actual situation of operations management, providing a suitable foundation for follow-up negotiations, strategic investment decisions and the formulation of a post-acquisition business plan and integration program.
4. When compiled with other due diligence results such as legal and operational due diligence, to determine whether the item of investment in question is in keeping with the acquiring party's general strategic targets and investment principles.

Financial due diligence has the primary objective of establishing and understanding a target firm's actual financial situation in the recent few years (in most cases around three years), and subsequently forecasting its future financial situation. This is the basis for the acquiring party's current valuation of the target firm. For strategic investment decisions, as well as for providing a necessary foundation for formulating a post-acquisition business plan and integration program, the target firm's internal control and actual situation of operational managements must be initially understood.





We help you identify key business drivers and KPIs, value adjustments, and other significant issues to ensure that you make an informed decision about the transaction. How we can support you by improving the buyer's understanding of the target business and thereby increasing the likelihood that the business will achieve its objectives. You should only be asked to sign once. Financial due diligence offers peace of mind to both corporate and financial buyers by analyzing and validating all the financial, business, operational, and strategic assumptions being made. An impartial financial and tax due diligence is necessary as it analyzes and validates all financial, commercial, operational, and strategic aspects of the business, potential debt-like items, highlight significant off-balance sheet liabilities, commitments and contingencies or other significant items, including any potential tax liabilities that may affect value and crystallize in the near future. Register now to read this article and more for free. This is called vendor due diligence. Is this your situation? It also uses past business experience to form a vision of the future and ensure that there are no "black holes". The service components include revenue, commercial and market due diligence, synergy validation, sustainable earnings, future cash flows, all operational issues, and business structuring. Areas where specific indemnities and guarantees may need to be obtained. Helping you to identify: the level of earnings quality adjustments - level of EBITDA sustained for the future on a standalone basis. You want to strengthen your company's core business by acquiring rival products that are almost identical in function/performance to your own. You want to spread your company's market risk by buying a company that provides or similar services in another country. ³ PwC offers comfort to both buyers (acquires) and sellers (sellers) with an independent view of the business, ³, a mrof ot eceirepxe gnidart tsap sesu tl .oiloftrop gnitsixe ruoy ot ynapmoc wen a dda ot tnaw uoY .deriuqer latipac gnikrow fo level desilamron eht sessa ot deriuqer stnemtsujda laitnetop dna skramhcneg gnitamitse ,slevel latipac gnikrow eht ni tnevom fo tcapmi wolhsac ,ynapmoc eht fo slevel latipac gnikrowAAAcstnemtsujda dna sdnert latipac gnikrow .snoitagitil dna stnemssessa xat gnidnep fo sisyana tcapmi .seno wen fo noitisiuqa eht hguorht secivres dna stucorp fo oiloftrop tnerruc s'ynapmoc ruoy dnaxpe ot deen uoY .esab remotsuc ruoy esaercni ot ro ,stekram wen ni stucorp gnitsixe sti ot ssecca niag ot ynapmoc a esahcrup ot tnaw uoY .stucorp yratnemelpmoc gnisahcrup yb seitivitca gnitsixe s'ynapmoc ruoy no dliub ot deen uoY .laed taht tuoba sekam ti snoitpmussa eht lla kcehc ot sdeen laed a gniredisnoc noitasinagro ynAecnegilid eud edis yuB.nekat era spets tcerroc eht dna dootsrednu era seussi dna seitinutropo taht gniruse ,ssecorp eht tuoiguorht sresivda dael rieht dna tmemeganam ynapmoc edisgnola krow stsilaepps ecnatsissa rodnev ruoC.stnemtsevid ruoy gntelmpoc yllufsseccus ni uoy tsissa ot snotulos ekopseh sedivorp ecnatsissa rodnev ,sensisub nwo rieht fo trap a fto gnilles ro lasopsid a gnikatrednu erodnev rof ?lanoitanretmi ytiugE etavirP ot weN eroh keilC .sreyub laitnetop ot hlaeh laicnanif sti no troper htpeo-ni na wols ot sdeen ti - strap sti fo eno fto gnilles ro - elas rof pu si ynapmoc a nehWecnegilid eud rodnev dna ecnatsissaA rodnevWecnegilid eud laicnanif fiatS IEP .tnomtsevni eht fo sretemarap tnenitrep lla etaulave tsum laed laitnetop a gniredisnoc noitasinagro ynA .edam eb nac snoised demofni taht os seussi tnaveler eht lla fo gnidnatsrednu ruoy evorpmi erofereht dna srotcaf sseccus lactirc dnatsrednu dna yftinedi ot uoy gnipleh yB .resahcrup gnidnamed tsom eht neve ot tnaveler eb yam taht seussi dna snrecnoc eht sserdda ot smia ecnegilid eud rodnev.stcepsorp dna ecanmrofprep sti of the future and ensures that there are no "black holes". Not the case? Realizing strengths that can be constructs or weaknesses that can be solved. solved.

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