

INTELLECTUAL PROPERTY CHECKLIST

No.	Item Requested	Date Requested	Date Received	Complete	Supplied By
1.	Provide copies of all U.S. and foreign issued patents (enforceable or expired) and pending applications, both utility and design, used in or associated with the acquired business, products, and services				
2.	List maintenance fee status on a Schedule for U.S. and foreign patents				
3.	Copies of all ownership and assignment records for patents and applications				
4.	Indicate on Schedule whether foreign patents been “worked” in countries requiring working				
5.	Identify all opposition, reexamination, interference, reissue, confirmation of scope, nullity, inter partes and post grant proceedings. Provide information and documents				
6.	Identify R&D which may be appropriate for future patent protection				
7.	List on Schedule which patents cover which current products				
8.	Identify key patents and their respective inventors. Are these inventors still employed by Seller?				
9.	List on Schedule the expiration dates of the patents				
10.	List on Schedule any claims that have been invalidated				
11.	Copies of all agreements dealing with patents, e.g., licenses or interference or litigation settlement agreements, and identify revenue streams or royalty obligations associated with each agreement				
12.	Copies of all prior art searches, state of the art searches, conclusions, reports and opinions, whether internal or external, that Seller possesses concerning the validity of its patents, the infringement of its patents by others, the infringement of third party patents by its products and the validity of such third party patents				

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13.	Copies of all correspondence relating to patent disputes, cease and desist letters, letters alleging infringement, warning letters, service of notice, letters threatening lawsuits or other legal notices received or sent by Seller				
14.	Does Seller conduct product clearance? Provide copies of clearance procedures and any results and/or opinions.				
15.	Provide all correspondence to or from Seller inquiring about a possible license or the status of a patent or patent application				
16.	Schedule any action to be taken during the transition or due diligence periods to protect the patents, e.g., paying maintenance fees or responding to Office Actions?				
17.	Will bar dates or disclosures of new products necessitate imminent filings in order to avoid loss of rights?				
18.	Description of all litigation and claims threatened or asserted by the Company involving any alleged infringement by any third party for violation of any patent, trademark, copyright, trade secret or other proprietary right of the Company and identify all assertions made by Seller or its predecessors in litigation concerning the scope of protection or validity of the subject intellectual property assets and provide copies of any written item relating to these assertions				
19.	Copies of all agreements with directors, officers, employees and agents of the Company and independent consultants relative to non-disclosure of trade secrets, development and assignment of inventions, non-compete and similar matters				
20.	Copies of all current and prospective Joint Venture and Joint Development Agreements or any other agreements that contain intellectual property clauses				

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21.	List prospective agreements currently in negotiation that contain intellectual property clauses				
22.	Copies of all sales, distributor, or other agreements that contain general or special warranties and/or indemnifications against any form of intellectual property infringement				
23.	Schedule and detailed descriptions of each category of product manufactured and/or sold by the Company since date, year				
24.	Schedule and detailed descriptions of each category of product which the Company is presently marketing or which the Company intends to manufacture and/or sell in the future				
25.	Provide copies of all U.S. and foreign issued patents (enforceable or expired) and pending applications, both utility and design, owned by third parties that are related to the acquired products or services and any patents that Seller has considered with respect to these products and services during the course of business				
26.	List known maintenance fee status on a Schedule for U.S. patents				
27.	Copies of all ownership and assignment records for patents and applications				
28.	Identify all opposition, reexamination, interference, reissue, confirmation of scope, nullity, inter partes and post grant proceedings involving third party patents that the company is involved with and provide information and documents				
29.	List on Schedule which third party patents relate to which current products or services				
30.	List on Schedule the expiration dates of the patents				
31.	List on Schedule any claims that have been invalidated				

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32.	Copies of all prior art searches, state of the art searches, conclusions, reports and opinions, whether internal or external, that Seller possesses concerning the validity of the third party's patents and the infringement of third party patents by its products				
33.	Copies of all correspondence relating to patent disputes, cease and desist letters, letters alleging infringement, warning letters, service of notice, letters threatening lawsuits or other legal notices received or sent by Seller				
34.	Provide all correspondence to or from Seller inquiring about a possible license or the status of a patent or patent application				
35.	Description of all litigation and claims threatened or asserted against the Company involving any alleged infringement by the Company of any patent, trademark, copyright, trade secret or other proprietary right of any other party and identify all defenses raised by others in litigation with Seller or its predecessors concerning the scope of protection or validity of the subject intellectual property assets and provide copies of any written item relating to these defenses				
36.	List of all litigation and claims (judicial, administrative and arbitration) pending or threatened against the Company or any of its Subsidiaries or to which the Company or any of its Subsidiaries is a party, and where appropriate, the fundamental pleadings in connection therewith and an indication of the merit of each such matter				
37.	A description and copy of all judgments or decrees to which the Company or any of its Subsidiaries or any of their respective properties is subject				

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38.	Copies of all notices and correspondence received from any governmental body or agency alleging that the Company or any of its Subsidiaries or any property or asset is or may be in violation of any law, rule or regulation				
39.	Copies of any inquiries received from, and correspondence with, or reports to federal, state or local civil rights, work safety, labor relations or environmental agencies				
40.	Attorney responses to auditor's request letters				
41.	All agreements pursuant to which the Company or any of its Subsidiaries have committed to purchase or sell goods, products or services with a purchase price that exceeds \$25,000, or that create liability for the Company or any of its Subsidiaries that exceeds \$25,000				
42.	Copies of standard purchase and sale order forms				
43.	Copies of all agreements with distributors, dealers, or sales representatives, and a list summarizing the foregoing				
44.	All contracts not made in the ordinary course of business				
45.	All joint venture, partnership or similar agreements				
46.	Contracts for performance of services by the Company or any of its Subsidiaries that are not terminable without cost to the Company or any of its Subsidiaries upon notice of 30 days or less and which involve more than \$25,000				
47.	All business acquisition agreements including documents and schedules related to such agreements				

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48.	Schedule all federal, state and foreign trademark registrations and pending applications used in or associated with the acquired business and their renewal fee due dates, including back-up trademarks				
49.	Copies of all ownership, assignment, and lien records for trademarks and applications				
50.	Copies of all regulatory and marketing research related to contemplated trade/brand names				
51.	Have you received any preliminary approvals with the FDA for the primary and back-up trademarks?				
52.	Copies of all Section 8 and 15 filings.				
53.	Copies of all opposition, cancellation, inter partes, concurrent use and registration proceedings				
54.	List on Schedule the products on which each trademark is used				
55.	Identify on Schedule any non-use of any trademarks. For what periods of time?				
56.	Schedule all non-registered trademarks, the products on which these trademarks are used, and the breadth of such trademarks. Are these trademarks used in interstate commerce?				
57.	Copies of all agreements dealing with trademarks, e.g., consent letters, mutual use agreements, licenses or opposition settlement agreements, identify whether Seller is licensee of licensor, and identify revenue streams or payment obligations associated with each agreement				

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58.	Copies of all searches, conclusions, reports and opinions, whether internal or external, that Seller possesses concerning the validity of its trademark registrations, the scope of rights, geographical limitations, expansion restrictions, the infringement of its trademarks by others, and infringement of third party trademarks by its activities				
59.	Copies of all correspondence relating to trademark disputes, cease and desist letters, letters alleging infringement, letters threatening lawsuits, or other legal notices received or sent by Seller				
60.	Copies of all correspondence to or from Seller inquiring about a possible license or the status of a trademark registration or application				
61.	Does any action need to be taken during the transition or due diligence periods to protect the trademarks, e.g. paying renewal fees or responding to Trademark Office correspondence				
62.	Schedule all copyrighted materials, particularly software and mask works, used in or associated with the acquired business. Provide copies of applications and registrations, assignment documents, and security agreements				
63.	Schedule and copies of all agreements dealing with copyrights, e.g., licenses, identify whether Seller is licensor or licensee, and identify revenue streams or payment obligations associated with each agreement				
64.	Copies of all searches, conclusions, reports and opinions, whether internal or external, that Seller possesses concerning the validity of its copyright registrations, the scope of rights, the infringement of its copyrights by others, and infringement of third party copyrights by its activities				

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65.	Copies of all correspondence relating to copyright disputes, cease and desist letters, letters alleging infringement, letters threatening lawsuits and other legal notices received or sent by Seller				
66.	Schedule any action that needs to be taken during the transition or due diligence periods to protect copyrights				
67.	Schedule all trade secrets and know-how used in or associated with the acquired business. Particularly identify confidential information that seller licensed or otherwise acquired from a third party				
68.	Copies of all agreements dealing with trade secrets, e.g., license, secrecy, or non-analysis agreements, identify whether seller is licensor or licensee, and identify revenue streams or payment obligations associated with each agreement				
69.	Copies of all correspondence relating to trade secret disputes, cease and desist letters, letters alleging misappropriation, letters threatening lawsuits and other legal notices received or sent by Seller				