

# DOCUMENT REQUEST LETTER

..... (City), on ..... 20...

Subject to Reservation

(Corporate Name)  
attn : (Recipient)  
(Corporate Address)  
(Office or Suite)  
(City), (Province)  
(Postal Code)

Our Ref.: .....  
Your Ref.: .....

RE: «..... » (Corporate name)  
Due Diligence Verification  
From: .....  
Dated: .....

.....,

As provided in Item 8.00 of the letter of intent (*see document Y02.200*) or in subsection 8.01.01 of the offer to purchase (*see document Y02.250*) tendered on ..... and duly accepted by you on ..... our client, ..... (*identification of potential purchaser*), must proceed with a due diligence verification of your business.

As we have been mandated to coordinate this task, we hereby request that you send all the documentation required for such audit to us. For such purpose, you will find attached hereto a detailed list of the required documentation. This is a preliminary list, as other documents may be required for the purpose of the verification.

It goes without saying that this disclosure of information, to which the parties have priorly agreed, is governed by the confidentiality undertakings and that we'll fully comply with such undertakings.

Consequently, please contact the undersigned so that we may agree on the procedure to follow for the delivery of the documentation and to identify the resource-person within your business who shall ensure the follow-up on our requests for information.

Yours sincerely,

..... (NAME OF FIRM)

..... (Signatory)

.... / .....(Initials)

Attachment (1)

© edilex inc.  
www.edilex.com

---

**REQUIRED DOCUMENTATION FOR DUE DILIGENCE VERIFICATION PURPOSES:****0.00 REGARDING THE VENDOR****0.01 Physical Person**

0.01.01 Civil Status

0.01.02 Marital Status

**0.02 Legal Person**

0.02.01 The corporate book (including the books of any predecessor corporation(s) containing the following documents: (i) the incorporating documents of the business, including letter patents, supplementary letter patents, continuation certificates, update certificates, certificate of incorporation, of amalgamation and of amendment; (ii) all by-laws of the business; (iii) all minutes of shareholders' meetings, board of directors' meetings, executive committee's meetings, or of the meetings of any other committee created by the Board of Directors, and all resolutions taking place of such meetings; and (iv) the shareholders register, directors register, securities register and transfer register.

0.02.02 A list of the Canadian provinces and foreign countries in which the business is allowed to do business, including the names and addresses of the business' representatives in such provinces and countries.

0.02.03 A list of all foreign states and countries in which the business is not entitled to to business and does not fill a tax return, but in which it maintains an office, inventory, or employees, or where it has a representative residing or soliciting business.

0.02.04 A list of all the names under which the business or its predecessors have operated since its creation.

0.02.05 Any information allowing us to determine which approvals and consents are required for the sale of the business.

- 0.02.06 A copy of all unanimous shareholders' agreement, declaration of the sole shareholder, sale-purchase agreement or other agreement regarding the voting rights or including restrictions on the transfer of the assets of the business.
- 0.02.07 A description of all contractual restrictions on the transfer of the business' assets.
- 0.02.08 All partnership agreements, limited partnership agreements, joint venture agreements or other similar agreements to which the business is a party;

## **1.00 REGARDING THE SUBJECT ASSETS**

### **1.01 Immovable**

- 1.01.01 Detailed list of the immovables with the continuity schedule regarding such;
- 1.01.02 Supporting documentation for any material additions or dispositions in the last fiscal year and in the last interim period;
- 1.01.03 List of unused immovables, if applicable;
- 1.01.04 Capital investment budget for the next THREE (3) fiscal years;
- 1.01.05 List of leasing-purchasing agreements with supporting documentation;
- 1.01.06 Description of capitalization policies for the immovables;
- 1.01.07 Detailed list of the repair and maintenance expenses for the last fiscal year and the last interim period.

### **1.02 Inventory**

- 1.02.01 Summary of the inventory by product categories;
- 1.02.02 Description and frequency of the physical inventory counts;
- 1.02.03 Cost accumulation policy (production cost system) and allocation of the general manufacturing costs;
- 1.02.04 Conciliation of the last physical inventory count with the inventory ledger;
- 1.02.05 List of consigned inventories, if applicable;