

MICHAEL J. KIMBALL, ESQ.

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April 19, 2019

Via Electronic Mail

██████████, LLP
Page Mill Road
Palo Alto, CA 94304

Re: Series Seed Preferred Stock Financing of ██████████, Inc. (the “Company”)

Dear Ms. ██████████:

For purposes of our due diligence review related to the financing of the Company, we request copies of materials concerning the Company’s: (i) corporate records, charter documents and securities, (ii) material agreements, (iii) business plan and financials, (iv) intellectual property, (v) information regarding disputes and potential litigation and (vi) employees and employee benefits. These would include, without limitation, the following, as they are applicable, including whether or not entered into prior to the formation of the Company:

1. Corporate Records, Charter Documents and Securities

- a. All minutes of directors’ and stockholders’ meetings, and all written consents of directors and stockholders.
- b. Certificate of Incorporation, and any amendments thereto.
- c. Bylaws.
- d. All documents pertaining to the conversion and or acquisition of any predecessor, subsidiary or related entities.
- e. A list of officers and directors.
- f. A list of the Company’s stockholders and option holders, including issuance or grant dates and the original issuance or exercise prices, and a summary of the vesting schedules of any options or restricted stock.
- g. All documents relating to the outstanding securities of the Company or for the purchase or acquisition of any of the Company’s securities.
- h. Any documents restricting the voting or transfer of Company’s securities.
- i. A complete list of all documents evidencing contracts and documents included in items 1(a) through 1(h) above.

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- j. Evidence of qualification for or exemption from registration required under applicable federal and state blue sky laws for issuance or transfer of the Company's securities.
- k. The Company's stock option plan, and any forms of agreements used therewith.
- l. A list of Company's subsidiaries, if any.
- m. Evidence of qualification to do business in Delaware and California (and any other jurisdiction, if applicable).

2. Material Agreements

- a. Any agreements and contracts, either executed or proposed transactions in which the Company is either a party or bound thereunder which involve obligations of, or payments to, the Company in excess of \$5,000.
- b. Any personal and real property leases or subleases.
- c. Any documents evidencing indebtedness for money borrowed, lent or advanced or any other liabilities incurred by the Company, including liens or other encumbrances of Company's property or assets.
- d. A summary of any insurance policies held by, or of which the Company is a beneficiary, including any policies on the life of any employee of Company.
- e. Any standard forms of agreements used by the Company.
- f. Any joint venture or partnership agreements, management, service, marketing and consulting agreements, confidentiality and nondisclosure agreements.
- g. Any agreements requiring consents or approvals in connection with the financing.
- h. Any other agreements material to the business of the Company, or outside the scope of the Company's business plan.
- i. A complete list of all documents evidencing the material agreements, contracts, and documents listed in section 2 above.

3. Business Plan and Financials

- a. Current business plan and financial projections and the most recent two quarters financial statements.

4. Intellectual Property

- a. A list of the trademarks, patents, copyrights and domain names used, owned or licensed by Company.

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- b. Any licenses, assignments or agreements with respect to the Company's or others' intellectual property rights, proprietary information or technology.

5. Information Regarding Disputes, Litigation and Settlements

- a. A list of any pending or threatened action, suit or proceeding, investigation, demands or claims, whether private or governmental.
- b. Any judgment, order, writ, decree or settlement by which the Company is bound or to which it is a party.
- c. Any correspondence relating to the Company's employees use of technology, trade secrets or other intellectual property from any previous employment or engagement.
- d. Any correspondence alleging any infringement by the Company of the proprietary rights of others.

6. Information Regarding Employees and Employee Benefits

- a. A list of the Company's employees and consultants (current and past), including title, base salary, target bonus, commission plan, classification and residency.
- b. The Company's standard form of offer letter, non-disclosure agreement, employment agreement and any other agreements securing the intellectual property rights of the Company.
- c. Any agreements, understandings or proposed transactions between the Company and any of its officers, directors, affiliates, or any affiliate thereof, including without limitation, employment agreements, offer letters and loans, as well as any documents with severance benefits, vesting acceleration provisions or benefits contingent upon a change in control.
- d. A list of any employee benefit plans.

I look forward to working with you on this transaction. Please call me at (415) 717-4245 with any questions regarding this request.

Sincerely,



Michael J. Kimball, Esq