

**Seed Fund, L.P.**

**Due Diligence Request Memorandum**

Please provide copies of the indicated documents or the information requested, as appropriate. If possible, please assemble the documents and information on PaperOS.com or Savvi.legal through their due diligence tool, or in other electronic format such as in a data room, Dropbox or an FTP site, which we would be happy to set up for you upon request. If the item is a question or merits a separate response, please respond on a separate sheet of paper marked with the corresponding item number. If the answer to a question is “none” or “inapplicable,” please so indicate.

<u>Previously Provided</u>	<u>Provided Herewith</u>	<u>N/A</u>
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**CORPORATE AND SECURITIES**

(A) Basic organizational documents for the Company:

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|--------------------------|--------------------------|--------------------------|---|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | (1) Articles of Incorporation and Bylaws.   |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | (2) Minutes of all meetings of the Board of Directors and Stockholders, including copies of all Written Consents, if any.                           |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | (3) A list of all current members of the Board and officers of the Company.   |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | (4) List of all jurisdictions (including non-U.S. jurisdictions, if any) in which any Company is qualified to do business and/or is doing business. |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | (5) Any additional substantive organizational documents.  |

(B) Previous issuances of shares, warrants, options, debentures, bonds or any other securities.

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|--------------------------|--------------------------|--------------------------|---|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | (1) A detailed capitalization schedule of all securities of the Company.  |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | (2) Copies of all securities issued by the Company, including purchase agreements.  |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | (3) Any equity incentive plans which have been used or approved.  |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | (4) Copies of any agreements and instruments containing voting of capital stock, registration rights, restrictions on transfer, rights of first refusal with respect to, encumbrances upon, or other restrictions with respect to, the securities of the Company. |

**MATERIAL CONTRACTS**

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|--------------------------|--------------------------|--------------------------|---|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | (1) Contracts with major distributors or suppliers. |
|--------------------------|--------------------------|--------------------------|---|

<b>Previously Provided</b>	<b>Provided Herewith</b>	<b>N/A</b>	
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(2) Contracts with customers (or forms where there haven't been modifications to the forms across a particular customer base).
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(1) Collaboration, Joint Venture, Partnership or any similar Agreement between any party and the Company.
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(2) Insurance policies, if any.
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(3) Any research and development agreements.
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(4) Any other material contracts outstanding.

**LOAN DOCUMENTS**

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(1) Copies of all documents and agreements evidencing any material financial arrangements of the Company, including notes, amendments, lendings, sale and lease back arrangements, capitalized leases, inventory financing agreements, construction loans, mortgages, real estate and other material installment purchases, material equipment leases, etc.
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(2) Any other documents relating to material financing arrangements of the Company.

**PROPERTIES**

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(1) Lease agreements for offices and other facilities of the Company.
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(1) Any other documents purporting to create liens, mortgages, security agreements, pledges, charges or other encumbrances on real or personal property against material assets of the Company.

**INTELLECTUAL PROPERTY**

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(1) List of patents or pending applications (both domestic and foreign) and copyright or pending copyright applications of the Company.
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(2) Trademarks/servicemarks, trademark or servicemark registrations or pending applications of the Company.
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(1) A listing of all domain name registrations owned by each Company.
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(2) Proprietary Information and Inventions agreements with employees and consultants of the Company.
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(3) License, joint development, royalty or collaboration agreements of the Company.

<u>Previously Provided</u>	<u>Provided Herewith</u>	<u>N/A</u>
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|--------------------------|--------------------------|--------------------------|---|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | (4) License and technology transfer agreements and other agreements of the Company regarding technology with founders, corporate partners or other parties. |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | (5) Any and all royalty agreements, license agreements and similar agreements relating to the use of each Company's software by a third party.              |

**LITIGATION**

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|--------------------------|--------------------------|--------------------------|---|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | (1) Documentation relating to pending or threatened litigation, assessments or claims against the Company |
|--------------------------|--------------------------|--------------------------|---|

**EMPLOYEE INFORMATION**

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|--------------------------|--------------------------|--------------------------|--|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | (1) Employment contracts, agreements with consultants, or independent contractors and commissions arrangements, including offer letters.   |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | (2) Indemnification agreements with Directors and officers of the Company.   |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | (3) Employment, confidentiality, noncompetition or any similar agreements with employees including noncompetition or any similar agreements between any key employee and an employer other than the Company.                         |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | (4) Copies of all employee welfare benefit plan documents, if any (including severance, health, cafeteria, long-term and short-term disability, 401(k), retirement, pension and life insurance plans) and summary plan descriptions. |

**OTHER MATERIAL DOCUMENTS**

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|--------------------------|--------------------------|--------------------------|---|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | (1) Any other documents or information which, in your judgment, are significant business of the Company or which should be considered and reviewed in making disclosures regarding the business and financial condition of the Company. |
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