

Inperium One Page Due Diligence List Request- Abbreviated List

DUE DILIGENCE REQUEST LIST Date:

Entity:

(Numbering sequence may appear to be out of order but this one page due diligence sequence is intentional so as fit into the full due diligence list, if necessary.)

Received NA

1. GENERAL CORPORATE DOCUMENTS:

1.2 Copies of all minutes of meetings of directors, committees of directors and shareholders, or other governing groups for the Corporation and its subsidiaries, including all written actions or consents in lieu of a meeting during the last three years.

3. MATERIAL CONTRACTS AND BUSINESS ARRANGEMENTS:

3.1 Copies of all material operating agreements or other contracts, agreements or authorizations, governmental or otherwise, pursuant to which Corporation or any of its subsidiaries are conducting or will conduct their operations.

4. REAL AND PERSONAL PROPERTY:

4.3 List of all offices and facilities of the Corporation indicating owned vs leased.

5.0 Licensure and Accreditation

5.2 Copy of appropriate state license and/ or national accreditation for the services being provided.

5.3 Staffing and Supervision ratios for each service provided set by payor

5.5 Most recent state and/or federal surveys, standard and complaint, including the plan of correction.

6. LITIGATION:

6.1 Identify and describe all pending or threatened litigation, asserted and unasserted claims, protests, actions or proceedings, whether judicial, arbitral or administrative, and any governmental investigation or inquiry which affects or may affect any contract or property or business involving either the Corporation or any of its subsidiaries or affiliates, detailing the parties, remedies sought, nature of the actions, probable outcomes, and copies of any material documents prepared in connection therewith, including pleadings.

7. REGULATORY MATTERS; COMPLIANCE WITH LAWS:

7.2 All materials governmental approvals, permits, licenses, certificates of need, etc. of the Corporation or its subsidiaries or affiliates, presently in force, together with information regarding any such approvals, permits, licenses, etc. which have been canceled or terminated, required to carry out the business or operations of the Corporation or its subsidiaries or affiliates, including such approvals, permits, licenses, etc. required by foreign, federal, provincial or local authorities, and all evidence of exemption from any such permit or license requirement.

9. EMPLOYEES AND MANAGEMENT:

9.2 Description of all labor disputes, grievance proceedings or other problems or union activities each Corporation and each subsidiary or affiliates has experienced and recent union negotiations.

9.3 Description of all material transactions with any "insider" (i.e., any officer or director of the Corporation or its subsidiaries or affiliates, or any associate of an "insider.")

9.12 Copy of Employee Handbook, including web site address, if applicable. Indicate if handbook is available via Corporation intranet.

10. EMPLOYEE BENEFIT AND RETIREMENT PLANS:

10.2 Itemization of all employee benefits plans, including all discretionary cash incentive programs, retirement plans and health and welfare plans, for the Corporation and its subsidiaries.

10.20 Table of each healthcare plan indicating number of employees currently enrolled in each plan, total cost amount per month, and portion paid by employer and employee.

11. ENVIRONMENTAL:

11.11 Itemization of all known and potential environmental risks.

12. FINANCIAL MATTERS:

12.3 Copies of all loan agreements and other documents relating to outstanding indebtedness, long- or short-term, of the Corporation or any of its subsidiaries, and all other notes, loans or revolving credit agreements, indentures, mortgages, trust agreements, lease-back agreements, installment purchases and guarantee agreements of such entities, and all amendments, waivers and consents relating thereto, and all guarantee and/or pledge agreements relating to the foregoing.

12.7 Copies of all audited financial statements, reports and management letters, special or regular, of the Corporation and its subsidiaries for the three most recent fiscal years, from auditors or accountants, and all other related correspondence.

12.8 The most recent un-audited monthly financial statements of the Corporation and its subsidiaries.

12.13 Copies of all audit and revenue agent reports (federal, state and, if applicable, local) for the Corporation and each subsidiary for the preceding five years.

12.17 Copies of all federal and state tax returns for the last three years.

15. RISK MANAGEMENT AND INSURANCE:

15.1 Summary and history of each insurance policy or program for the past five years, including effective dates, retroactive dates, type (claims made, occurrence, etc.), loss runs, limits, premiums, deductibles and self-insured retentions, named insured, and any significant erosion of limits, retentions, or deductibles.

17. OTHER:

17.1 Identify and describe all transactions where directors, officers, or others have guaranteed or endorsed any of the Corporation's obligations, or vice versa.

17.2 Describe the potential effect on the Corporation and its subsidiaries of any pending or proposed state, federal, or local regulatory, zoning, tax, funding, or other changes, known to the Corporation and/or its officers and directors.

NOTES: