

# CLOSING CHECKLIST

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Acquisition of StartupXYZ LLC by TechCorp Industries, Inc.

**Closing Date:** March 1, 2025

**Closing Location:** Wilson & Partners LLP, San Francisco

## I. PRE-CLOSING CONDITIONS

### A. Regulatory

[X] HSR Filing submitted - **Document: Regulatory Approval Letter**

[X] Early termination received (January 28, 2025)

[ ] State regulatory filings (if required)

### B. Third-Party Consents

[X] MegaCorp consent - **Document: Customer Consent Letters**

[X] DataFlow consent - **Document: Customer Consent Letters**

[ ] CloudTech consent (expected February 20) - **Document: Customer Consent Letters**

### C. Due Diligence Completion

[X] Financial due diligence - **Document: Due Diligence Report**

[X] Legal due diligence - **Document: Legal Opinion Letter**

[X] IP due diligence - **Document: IP Certification Letter**

[X] Risk assessment - **Document: Risk Assessment Memo**

## II. CLOSING DOCUMENTS

### A. Transaction Documents

[ ] Executed **Document: Acquisition Agreement**

[ ] Bill of Sale

[ ] Assignment and Assumption Agreement

[ ] IP Assignment Agreement (per **Schedule 1 - IP Assets**)

### B. Corporate Documents

[ ] Seller's Certificate of Good Standing

[ ] Secretary's Certificate (resolutions, incumbency)

[ ] Buyer's Certificate of Good Standing

### C. Financial Documents

[ ] Closing Statement per **Document: Financial Adjustments Memo**

[ ] Wire transfer instructions

- Escrow Agreement (per **Exhibit C - Earnout Terms**)
- Stock certificates or book entry (per **Exhibit B - Stock Valuation**)

#### **D. Employment Documents**

- Retention agreements per **Schedule 3 - Employee Transition Plan**
- Offer letters for key employees
- WARN Act compliance (if applicable)

### **III. CLOSING FUNDS**

#### **Per Document: Financial Adjustments Memo:**

- Cash payment: \$28,330,000
  - Escrow deposit: \$1,300,000
  - Stock issuance: \$10,000,000
- Total at Closing: \$39,630,000

### **IV. POST-CLOSING**

- File UCC termination statements
- Update corporate records
- Integration kickoff per **Document: Integration Plan**
- Employee communications
- Customer notifications
- Press release

### **V. RESPONSIBLE PARTIES**

Buyer's Counsel: Morrison & Associates LLP

Seller's Counsel: Wilson & Partners LLP

Escrow Agent: First National Trust

### **VI. KEY CONTACTS**

TechCorp: James Mitchell (CEO), (415) 555-0100

StartupXYZ: Sarah Chen (CEO), (650) 555-0200

Legal (Buyer): John Morrison, (415) 555-0300

Legal (Seller): Jennifer Walsh, (415) 555-0400