

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

☒ HSR Filing submitted - **Document: Regulatory Approval Letter**

☒ Early termination received (January 28, 2025)

☐ State regulatory filings (if required)

B. Third-Party Consents

☒ MegaCorp consent - **Document: Customer Consent Letters**

☒ DataFlow consent - **Document: Customer Consent Letters**

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

C. Due Diligence Completion

☒ Financial due diligence - **Document: Due Diligence Report**

☒ Legal due diligence - **Document: Legal Opinion Letter**

☒ IP due diligence - **Document: IP Certification Letter**

☒ 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