



Due Diligence Version 22.6

User Guide

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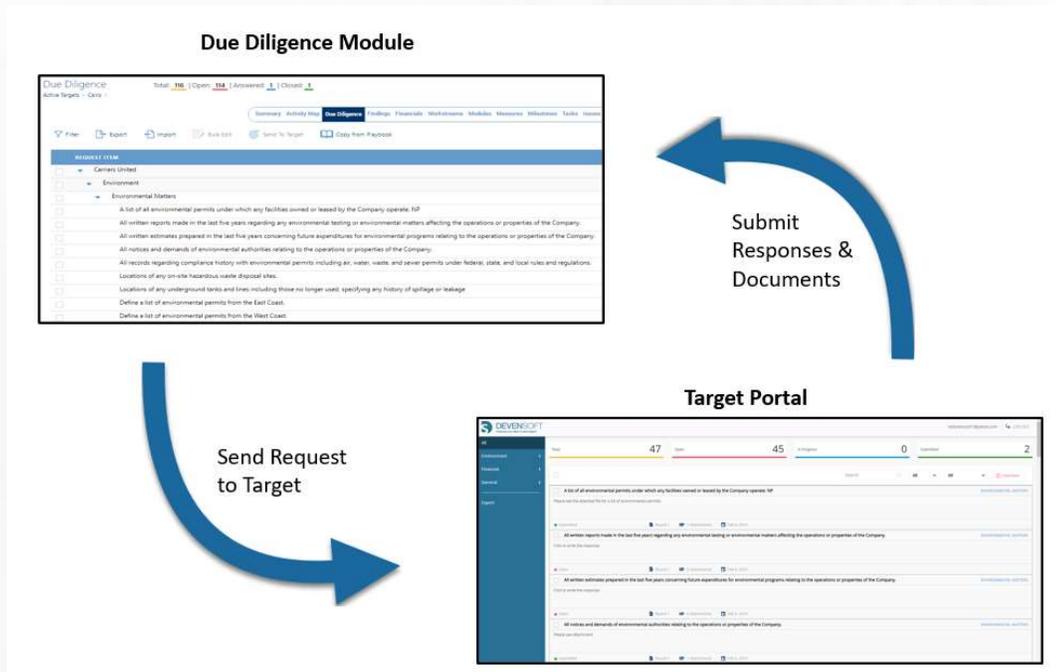
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About Due Diligence

The Due Diligence module is designed to capture a list of Request Items to be sent to the Target. These questions will be leveraged out of the Diligence Request List and need to be tailored, depending on the type of business and acquisition strategy. Through a secure login, these questions are sent to the Target to answer and when submitted will synch in real time in the Due Diligence module. The Devensoft user can see what Requests have been answered, review attachments, add comments and findings.

The diagram below illustrates the workflow between the Due Diligence module and the Target Portal.



Purpose of this Document

The purpose of this document is to illustrate the process of having the Devensoft User (Buyer) generate Request Items via the Due Diligence Playbook, send the Items to the Target through a secure login, followed by having the Target send the responses back to the Devensoft User. Understanding this lifecycle ensures that all parties involved in the transaction can perform their expected tasks in an efficient and effective manner.

Due Diligence Module

Accessing Due Diligence

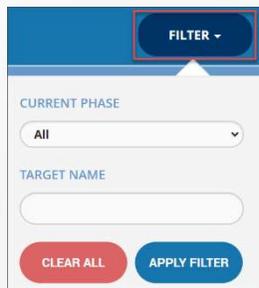
Once you have successfully logged into Devensoft's M&A Tool, open your Target to navigate to the Due Diligence tab. To do this:

1. From the Main Menu bar, select **Home**.
2. From the Dashboard tab, select the **Due Diligence** dashboard.

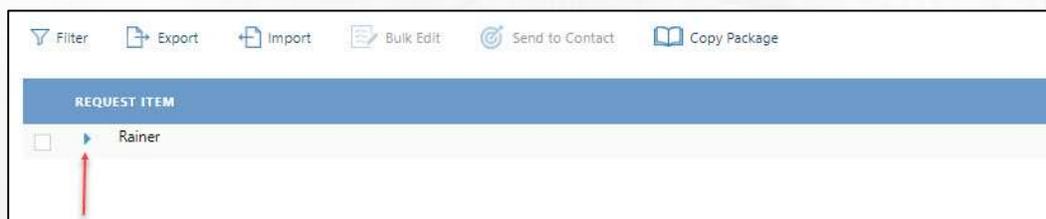


All Targets are listed and categorized by Code Name/Target Name, Current Phase, Deal Lead, Due Diligence Date, Status and Findings.

Tip: Use the Filter button to search by Current Phase or Target Name.



3. To open the Target, click on the title.
4. If necessary, select the **Due Diligence** tab.
5. If the Request List has been loaded, expand the Playbook by clicking on the blue triangle to the left of the Playbook, as indicated below.



6. Understanding the Request Item hierarchy is important and is explained in the next section.

Understanding the Request Item Hierarchy

The Due Diligence Request List hierarchy is described below.

1. **Function** – the highest level represents the functional area of the organization, e.g., Environment.
2. **Category** – is the middle level, e.g., Environment Matters.
3. **Request Item** – the lowest level in the view, which is the Due Diligence question.

Note: The highest level known as the Playbook is simply a placeholder.

The screenshot shows a 'Request Map' interface for 'Due Diligence'. It features a table with columns for 'PLAYBOOK ITEM' and 'OWNER'. The hierarchy is as follows:

- PLAYBOOK ITEM**: Playbook (OWNER: Eisner, Esme)
- Environment** (Function):
 - Environmental Matters** (Category):
 - A list of all environmental permits under which any facilities owned or leased by the Company operate. NP (Request Item, OWNER: Eisner, Esme)
 - All written reports made in the last five years regarding any environmental testing or environmental matters affecting the operations or properties of the Company. (Request Item, OWNER: Eisner, Esme)
 - All written estimates prepared in the last five years concerning future expenditures for environmental programs relating to the operations or properties of the Company. (Request Item, OWNER: Eisner, Esme)
 - All notices and demands of environmental authorities relating to the operations or properties of the Company. (Request Item, OWNER: Eisner, Esme)
 - All records regarding compliance history with environmental permits including air, water, waste, and sewer permits under federal, state, and local rules and regulations. (Request Item, OWNER: Eisner, Esme)
 - Locations of any on-site hazardous waste disposal sites. (Request Item, OWNER: Eisner, Esme)
 - Locations of any underground tanks and lines including those no longer used, specifying any history of spillage or leakage. (Request Item, OWNER: Eisner, Esme)
- Financial**:
 - Financial Information**:
 - Audited financial statements for each of the Company for the last three fiscal years, with the auditor's opinion and all footnotes. (Request Item, OWNER: Finkle, Frank)
 - Un-audited financial statements for each of the Company for the most recent month or quarter end. (Request Item, OWNER: Finkle, Frank)

About the Playbook

The Playbook allows you to create your own pre-defined Request List followed by a set of Packages. Defining your Request List is critical as the Playbook covers 80% of the questions that will potentially be sent to the Target. Once most of the questions have been reviewed and/or edited, you can easily create packages for small deals, large deals, or any deal that meets your organizations requirements.

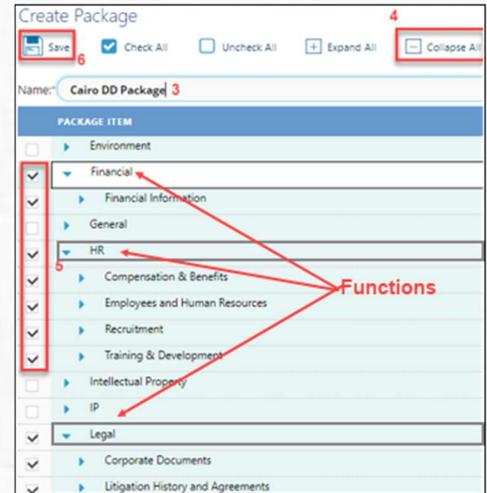
Creating a Package

Now that your Request List is configured to meet the Target's needs, it's time to create a package. A package is usually a subset of several functional areas of the Playbook and allows you to select those questions within certain Functions to include. To create a package:

1. From the Main Menu select **Playbook/Due Diligence/Packages**. There may be several packages already created.
2. Select the  **Create** button.
3. In the Name field, enter the name of your package, e.g. Your Organization's Name DD Package.



4. Press the Collapse All button to determine which function(s) you want to copy. In this example, we will copy several functions depicted in the screen capture to the right.
5. You can expand several functions, e.g., Financial, HR and Legal by clicking on the blue triangle or select the checkbox to the left of the function's name. All categories under the function are automatically selected.
6. Press Save.
7. The package is added to the Packages view and can be added to your Targets Due Diligence.



PACKAGE ITEM	FUNCTIONS	CATEGORIES COUNT	REQUESTS COUNT
Standard DD Package	1	2	28
Cross Border DD Package	4	6	72
Cairo DD Package	3	7	56

Adding a Due Diligence Package to a Target

Adding a Due Diligence package to a Target is extremely easy and is outlined in the below steps:

1. From the Main Menu, select **Home/Due Diligence** tab.
2. Navigate to the Target and select the Target's name.
3. Select the **Due Diligence** tab.
4. Select **Copy from Package** button.
5. In the Select package field, single-left click to display the list of available packages.
6. Click on your package which will be inserted in the field.
7. Press **Submit**.
8. The Due Diligence package has been loaded into your Target.

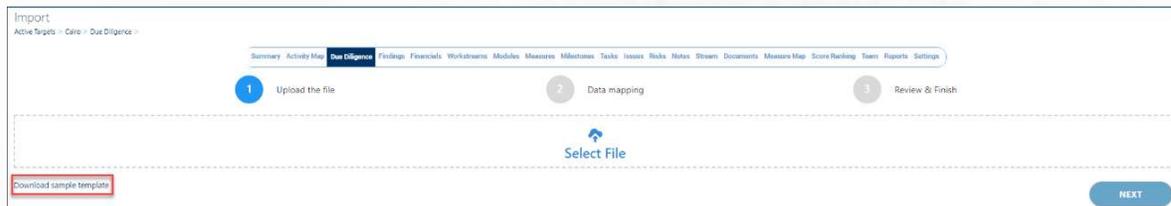
Importing Your Own Due Diligence Checklist

If an organization has their own Due Diligence checklist, best practice is to download Devensoft's checklist template to Excel, add the organization's checklist items, followed by exporting it back into the Devensoft's M&A tool.

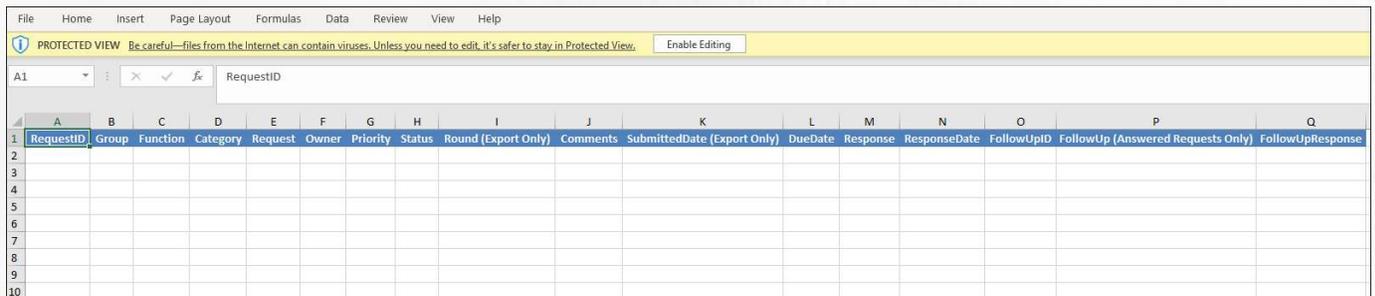
1. From the Target's Due Diligence tab, press the **Import** button.



2. The Import screen opens.



3. Click on the **Download sample template** link.
4. The template opens in Excel.



5. Click the **Enable Editing** button at the top of the spreadsheet.

6. Before adding your Request Items, please read these guidelines:

- a. Leave row 1 alone. Do not edit or remove the column headings as it will disrupt the import process.
- b. Beginning on Row 3, insert the number of rows needed.
- c. Enter data for the following columns:
 - i. **RequestID**: Leave this cell empty as this is an autogenerated number that occurs during import.
 - ii. **Group**: Enter the value “External Admin” which allows external contracts to be added. The default permissions are set to Read, Update and Submit responses, as well as import and export all Request Items.
 - iii. **Function**: Enter the required function. For a complete list of functions return to the system for the function you want to add. Examples include, Environment, Financial, General, HR, IP, etc.
 - iv. **Category**: Enter the category, e.g., Financial Information, Corporate Agreements, General Company Data, etc.
 - v. **Request**: Type in your Request Item.
 - vi. **Owner**: Use the down arrow to select an Owner.
 - vii. **Priority**: Use the down arrow to select a Priority. True = Priority, False = Not a Priority.
 - viii. **Status**: Select “Open” or leave field empty as it will auto calculate to “Open.”
 - ix. **Round (Export Only)**: Leave this field empty as data is auto calculated.
 - x. **Comments**: Add comments in the Comment pop-up window.
 - xi. **Submitted Date (Export Only)**: Leave this field empty as data is auto calculated.
 - xii. **Due Date**: Enter the date that the Request Item is due. If unknown, leave the

field empty.

xiii. **Response:** Leave empty as the Seller will complete this field through the Portal.

xiv. **Response Date:** Leave empty, as this date will be auto populated once the Seller completes the Response.

xv. **Follow Up ID:** Leave empty, as this field will be auto populated once a follow-up is created.

xvi. **Follow Up (Answered Requests Only):** Displays the internal vendor resubmitting a request to the external vendor.

xvii. **Follow Up Response:** Displays that the external follow-up response from internal vendor.

7. Save the spreadsheet.

8. To import the Due Diligence Checklist:

a. Go to the Target's Due Diligence tab.

b. Press the **Import** Button

c. Click . The button is a small square with a blue border and a blue upward-pointing arrow icon above the text "Select File".

d. Locate the file on your computer's hard drive

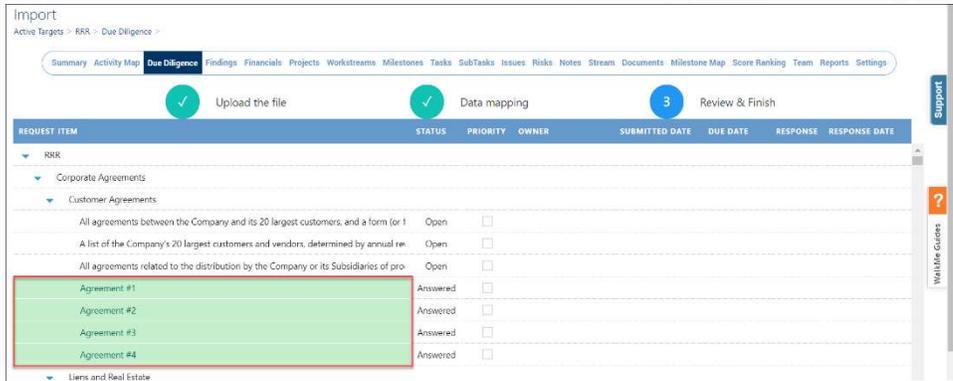
e. Single-click on the file and click **Open**. The file was successfully added and is displayed in the Select File box.

f. Select **Next**.

g. Review the mapping columns as the Property and Column label should be the same.

h. Select **Preview**.

- i. The newly added text is highlighted in green as shown in the below screen capture.



- j. Scroll to the end of the screen and select **Save**.

- k. The Due Diligence tab is displayed with the newly added items.

Updating Request Items

Updating request items or Status can be made by exporting the Request Items to Excel, making the necessary edits followed by importing the changes back to the Devensoft tool.

1. Navigate to the Target.
2. Select the **Due Diligence** tab.
3. Select the **Export** button.
4. Excel opens in a Protected view.

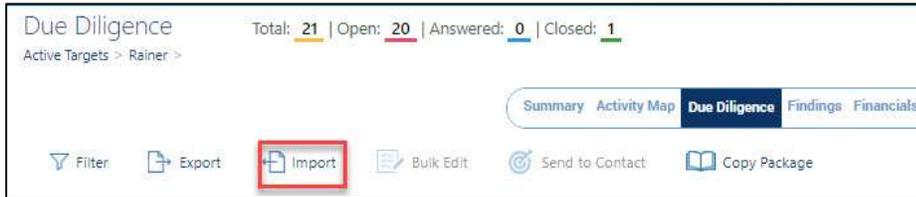
Function	Category	Request	Owner	Priority	Status	Round	Su
Environment	Environmental Matters	A list of all environmental permits under which any facilities owned or leased by the Company operate. NP					
Environment	Environmental Matters	All written reports made in the last five years regarding any environmental testing or environmental matters affecting the operation					
Environment	Environmental Matters	All written estimates prepared in the last five years concerning future expenditures for environmental programs relating to the ope					
Environment	Environmental Matters	All notices and demands of environmental authorities relating to the operations or properties of the Company.					
Environment	Environmental Matters	All records regarding compliance history with environmental permits including air, water, waste, and sewer permits under federal, s					
Environment	Environmental Matters	Locations of any on-site hazardous waste disposal sites.					
Environment	Environmental Matters	Locations of any underground tanks and lines including those no longer used, specifying any history of spillage or leakage					
Financial	Financial Information	Audited financial statements for each of the Company for the last three fiscal years, with the auditor's opinion and all footnotes.					
Financial	Financial Information	Un-audited financial statements for each of the Company for the most recent month or quarter end.					
Financial	Financial Information	Comparison of last two (2) years forecasted budgets compared to actual performance.					
Financial	Financial Information	Copies of the financial packages delivered to management and the Board of Directors of the Company during the past three (3) yea					
Financial	Financial Information	Detail of capital expenditures for the last three (3) calendar years.					
Financial	Financial Information	Receivables aging schedule.					
Financial	Financial Information	All correspondence between the Company and the Company's auditors for the last three (3) years.					
Financial	Financial Information	The Company's forecast projections for performance for the next three years.					
General	Corporate Agreements	All agreements or documents relating to or evidencing borrowings (other than accounts payable incurred in the ordinary course) of					
General	Corporate Agreements	Bank letters or agreements confirming any other lines of credit in favor of the Company or any Subsidiary.					

5. Select the **Enable Editing** button.
6. Adjust the cell width of column C to 75 so that horizontal navigation is easier.
7. Please do not edit any data in row 1.

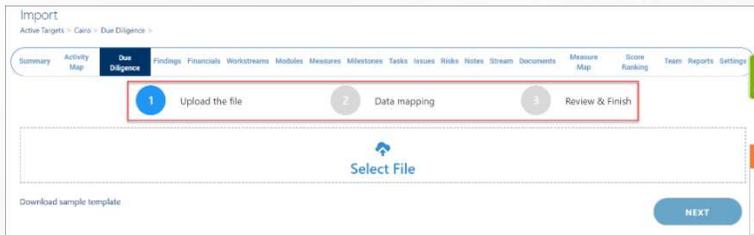
Function	Category	Request	Owner	Priority	Status	Round	Su
Environment	Environmental Matters	A list of all environmental permits under which any facilities owned or leased by the Comp	Bailey Barnes	FALSE	Closed	1	06-
Environment	Environmental Matters	All written reports made in the last five years regarding any environmental testing or envirc	Bailey Barnes	FALSE	Open	1	06-
Environment	Environmental Matters	All written estimates prepared in the last five years concerning future expenditures for envi	Nancy Dimetrie	FALSE	Open	1	06-
Environment	Environmental Matters	All notices and demands of environmental authorities relating to the operations or propert	Nancy Dimetrie	FALSE	Answered	1	06-

8. Working below row 1, insert the number of rows needed for the data that will be entered in the spreadsheet.
9. Add your text by updating Requests or adding new Functions and Categories.
10. To update a Request Items Status:
 - a. Navigate to the Status column (F).
 - b. All status can be changed except "Reopened" due to follow-ups and other workflow that must happen if a submitted response is reopened. There is currently no way to add follow-up messages to the Export template.

11. **Save** your Excel spreadsheet. You can close or keep the file open.
12. Return to the **Target** and if necessary, navigate to the **Due Diligence** tab.
13. Select **Import**.



a. The Import wizard displays.



Step 1: Upload the file – click on **Select File** to upload the template that you updated in Steps 8 – 10 on the previous page. Select **Next**.

- b. **Step 2:** Data Mapping – Compare the “Property” column against the “Column label from xls.” They should match.
 - i. Select **Preview**. The new text that was added is highlighted in green.

The screenshot shows the 'Review & Finish' step of the Import wizard. It displays a table with the following columns: REQUEST ITEM, STATUS, PRIORITY, OWNER, SUBMITTED DATE, and RESPONSE. The table contains several rows of request items, with the first four rows highlighted in green. The 'REQUEST ITEM' column contains text such as 'Define a list of environmental permits from the East Coast.' and 'Define a list of environmental permits from the West Coast.'

REQUEST ITEM	STATUS	PRIORITY	OWNER	SUBMITTED DATE	RESPONSE
A list of all environmental permits under which any facilities owned or leased by the Company oper	Closed	<input type="checkbox"/>	Bailey Barnes	06-Feb-19	Please see t
All written reports made in the last five years regarding any environmental testing or environmental	Open	<input type="checkbox"/>	Bailey Barnes	06-Feb-19	
Define a list of environmental permits from the East Coast.		<input type="checkbox"/>	Bailey Barnes		
Define a list of environmental permits from the West Coast.		<input type="checkbox"/>	Bailey Barnes		
Define a list of environmental permits from the South.		<input type="checkbox"/>	Bailey Barnes		
Define a list of environmental permits from the North.		<input type="checkbox"/>	Bailey Barnes		
All written estimates prepared in the last five years concerning future expenditures for environme	Open	<input type="checkbox"/>	Bailey Barnes	06-Feb-19	
All notices and demands of environmental authorities relating to the operations or properties of the	Answered	<input type="checkbox"/>	Nancy Dimetrie	06-Feb-19	Please see c

- c. **Step 3:** Review & Finish – After reviewing the new text, scroll to the end of the Import view and press **Save**.
 - i. A confirmation that the import was successful is displayed on the screen

14. The screen returns to the Target/Due Diligence tab where the edited Request Items are displayed.

Managing Request Items

As you review the Request Items there are several features that you may find helpful and are described in the below matrix.

Due Diligence Total: 227 | Open: 225 | Answered: 2 | Closed: 0
Active Targets > RRR >

Summary Activity Map **Due Diligence** Findings Financials Projects Workstreams Milestones Tasks SubTasks Issues Risks Notes Stream Documents Milestone Map Score Ranking Team Reports Settings

Filter Export Import Bulk Edit Send to Contact Copy from Playbook Lock Portal Edit Contact

REQUEST ITEM	STATUS	PRIORITY	OWNER	RESPONSE	DUE DATE	SUBMITTED DATE	RESPONSE DATE	ROUND	COMMENTS
RRR									1
Corporate Agreements									1
Customer Agreements									1
All agreements between the Company and its 20 largest	Open		Peronzini, Nick						
A list of the Company's 20 largest customers and vendors,	Answered		Poisitano, Gustavo	See attach...		22-Jul-19	22-Jul-19	1	1
All agreements related to the distribution by the Company or	Open		Poisitano, Gustavo						
Liens and Real Estate									
All material agreements encumbering real or personal	Answered		Peronzini, Nick	Agreements...		22-Jul-19	22-Jul-19	1	
All real estate contracts of the Company and each Subsidiary.	Open		Peronzini, Nick						

Feature	Description
Filter	Can filter on status of Request Items.
Export	Exports the Due Diligence checklist to Excel.
Import	Adds changes from the Excel template to the Due Diligence checklist within the M&A tool.
Bulk Edit	When multiple items are selected, select Bulk Edit to update the Owner, Priority, Status, and Due Date.
Send to Contact (Formally known as Send to Target)	Sends selected Request Items to the Seller.
Copy from Playbook	Allows packages from the Playbook to be copied into the Target.
Lock Portal	Disable/enable access to the Due Diligence Portal by locking out the Target from modifying Request Items.

Editing Request Items

There are several ways that data can be edited – reopen a request, inline editing, bulk edit and exporting data to Excel. All four methods are described below.

1. Reopen a Request Item

Within the Request Item view a user can reopen a request, view responses, add a due date and add comments.

- a. **Reopen a Request:** When a Status has been **Answered**, a user can Reopen a Request and create a follow-up.
 - i. Navigate to a Request Item that has a Status of **Answered**.
 - ii. To the left of the Status column, click on the “+” icon which displays a popup – “Reopen the request.”

REQUEST ITEM	STATUS	PRIORITY	OWNER	RESPONSE	DUE DATE	SUBMITTED DATE	RESPONSE DATE	ROUND	COMMENTS
RRR									1
Corporate Agreements									1
Customer Agreements									1
All agreements between the Company and its 20 largest	Open		Peronzini, Nick						
A list of the Company's 20 largest customers and vendors.	Answered		Poisitano, Gustavo	See attach...		22-Jul-19	22-Jul-19	1	1
All agreements related to the distribution by the Company or	Open		Poisitano, Gustavo						
Liens and Real Estate									
All material agreements encumbering real or personal	Answered		Peronzini, Nick	Agreements...		22-Jul-19	22-Jul-19	1	

- iii. In the Create Follow-up window, type in a follow-up, e.g. Please provide the attachment.
- iv. Click **Add**.

CREATE FOLLOW-UP

Please provide the attachment.

CANCEL ADD

- v. The Status changes to **Reopened** and the Follow-up is added below the Request Item.

REQUEST ITEM	STATUS	PRIORITY	OWNER	RESPONSE	DUE DATE	SUBMITTED DATE	RESPONSE DATE	ROUND	COMMENTS
RRR									1
Corporate Agreements									1
Customer Agreements									1
All agreements between the Company and its 20 largest	Open		Peronzini, Nick						
A list of the Company's 20 largest customers and vendors,	Answered		Poisitano, Gustavo	See attach...		22-Jul-19	22-Jul-19	1	1
All agreements related to the distribution by the Company or	Open		Poisitano, Gustavo						
Liens and Real Estate									
All material agreements encumbering real or personal	Reopened		Peronzini, Nick	Agreements...		22-Jul-19	22-Jul-19	1	
				Please provide the attachment.					

- b. **View Responses:** In the Response column the user can view the Target's responses that were added in the Target Portal.
- c. **Due Date:** Use the calendar icon to add a Due Date for the Open Request Items. The Target will see this when they log into the Portal.

REQUEST ITEM	STATUS	PRIORITY	OWNER	RESPONSE	DUE DATE	SUBMITTED DATE	RESPONSE DATE	ROUND	COMMENTS
RRR									1
Corporate Agreements									1
Customer Agreements									1
All agreements between the Company and its 20 largest	Open		Peroncini, Nick						
A list of the Company's 20 largest customers and vendors,	Answered		Positano, Gustavo	See attach...		22-Jul-19	22-Jul-19	1	
All agreements related to the distribution by the Company or	Open		Positano, Gustavo						
Liens and Real Estate									

- d. **Comments:** Use the "+" to add a comment that will only be seen by the user and not the Target.

REQUEST ITEM	STATUS	PRIORITY	OWNER	RESPONSE	DUE DATE	SUBMITTED DATE	RESPONSE DATE	ROUND	COMMENTS
RRR									1
Corporate Agreements									1
Customer Agreements									1
All agreements between the Company and its 20 largest	Open		Peroncini, Nick						
A list of the Company's 20 largest customers and vendors,	Answered		Positano, Gustavo	See attach...		22-Jul-19	22-Jul-19	1	
All agreements related to the distribution by the Company or	Open		Positano, Gustavo						
Liens and Real Estate									

2. Adding Attachments

Internal users can attach documents to Request Items and send to a Target to fill the details via the dedicated Diligence Portal. To add an attachment:

- a. Open a Request Item by clicking on the View Details icon.

REQUEST ITEM	STATUS	PRIORITY	OWNER
Circle & Desserts			
Corporate Agreements			
Customer Agreements			
All agreements between the Company and its 20 largest customers, and a form (or forms) of any agreement typically used by the Company in provided goods or services to its customers, together with copies or descriptions of significant	Open		Harry, Helen
A list of the Company's 20 largest customers and vendors, determined by annual revenues and expenditures, respectively,	Open		
All agreements related to the distribution by the Company or its Subsidiaries of products in the ordinary course of business,	Open		

- b. In the Request Item Details window, scroll to the Attachments section.

All agreements between the Com...

Active Targets - Circle & Desserts - Due Diligence -

Summary Activity Map Due Diligence Findings Financials Projects Workstreams Milestones Tools Sub-Sectors Risks Issues Notes Risks Documents Score Ranking Team Reports Settings

Request Item Details

Delete Send to Contact

Request: All agreements between the Company and its 20 largest customers, and a form (or forms) of any agreement typically used by the Company in provided goods or services to its customers, together with copies or descriptions of significant variations from such form or forms in the case of particular customers. All material customer purchase orders.

Transfer: Corporate Agreements Category: Customer Agreements Owner: Harry, Helen

Due Date:

Response

Response: Response Date: Status: Open

Comments 0 Total

Attachments 0 Total

Show 100 entries

- c. Click on the **+New Document** icon.
- d. In the Upload Document window.

UPLOAD DOCUMENT [X]

Find Document: No file chosen

Document Name: *

- e. Select the **Choose File** button to select your file.
- f. Click **Open**. The file is added to the Document Name field.
- g. Click **Upload**. The file is uploaded to the Attachments section.
- h. Repeat steps c – g to upload additional documents.

▼ Attachments 3 Total

+ New Document

Show entries Search:

	TYPE	DOCUMENT NAME	UPLOAD DATE
<input type="checkbox"/>		Benefits Checklist	31-Dec-19
<input type="checkbox"/>		Employee by Functional Team List	31-Dec-19
<input type="checkbox"/>		IT Inventory List	31-Dec-19

Previous **1** Next

3. **Inline Editing**

Inline editing allows the Devensoft User to edit the text directly on the screen. Please note that Request Items can be edited on those that have a status of Open and have not been submitted, meaning the Submitted Date field is empty. To edit an Item:

- a. Navigate to a Request Item that has a status of Open and an empty Submitted Date field.

b. Double-click on the text and begin typing.

REQUEST ITEM	STATUS	PRIORITY	OWNER	SUBMITTED DATE	ROUND	COMMENTS
<input type="checkbox"/> Product literature distributed to the public over the last 2 years.	Open	<input type="checkbox"/>				
<input type="checkbox"/> Product maintenance logs and error reports for the last 12 months.	Open	<input type="checkbox"/>				
<input type="checkbox"/> A schedule of any exclusive rights granted by the Company.	Open	<input type="checkbox"/>				
<input type="checkbox"/> All agreements with computer on-line service providers and internet access providers	Open	<input type="checkbox"/>				

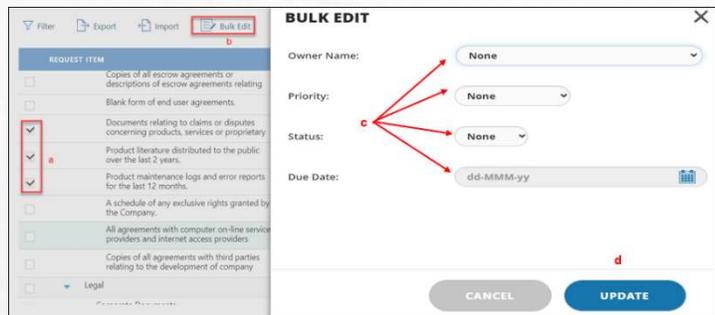
c. When done, press **Enter**.

d. The changes have been saved.

4. **Bulk Edit**

Allows the user to edit several items as a group vs. individually.

- In the left margin select several Request Items that have a Status of **Open** and **no Submitted Date**.
- Select the **Bulk Edit** button.
- With the Bulk Edit window open, update the fields.
- Press **Update**.



5. **Export** – If you have several Request Items that will be added to the existing Due Diligence list, it is best to export the list to Excel, add your Request Items and import the changes back to the Devensoft Tool.

a. From the Target's Due Diligence tab, press the **Export** button.

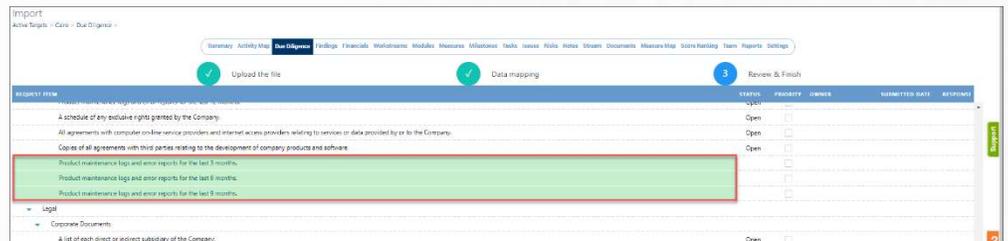


b. Excel opens with the Export template and data. Your screen will look like the below screen capture.

Function	Category	Request
Environment	Environmental Matters	A list of all environmental permits under which any facilities owned or leased by the Company operate. NP
Environment	Environmental Matters	All written reports made in the last five years regarding any environmental testing or environmental matters affecting the operations or properties of the Company.
Environment	Environmental Matters	All written estimates prepared in the last five years concerning future expenditures for environmental programs relating to the operations or properties of the Company.
Environment	Environmental Matters	All notices and demands of environmental authorities relating to the operations or properties of the Company.
Environment	Environmental Matters	All records regarding compliance history with environmental permits including air, water, waste, and sewer permits under federal, state, and local rules and regulations.
Environment	Environmental Matters	Locations of any on-site hazardous waste disposal sites.
Environment	Environmental Matters	Locations of any underground tanks and lines including those no longer used, specifying any history of spillage or leakage
Financial	Financial Information	Audited financial statements for each of the Company for the last three fiscal years, with the auditor's opinion and all footnotes.
Financial	Financial Information	Un-audited financial statements for each of the Company for the most recent month or quarter end.
Financial	Financial Information	Comparison of last two (2) years forecasted budgets compared to actual performance.
Financial	Financial Information	Copies of the financial packages delivered to management and the Board of Directors of the Company during the past three (3) years.
Financial	Financial Information	Detail of capital expenditures for the last three (3) calendar years.
Financial	Financial Information	Receivables aging schedule.
Financial	Financial Information	All correspondence between the Company and the Company's auditors for the last three (3) years.
Financial	Financial Information	The Company's forecast projections for performance for the next three years
General	Corporate Agreements	All agreements or documents relating to or evidencing borrowings (other than accounts payable incurred in the ordinary course) of the Company or any Subsidiary, whether secured or unsecured.
General	Corporate Agreements	Bank letters or agreements confirming any other lines of credit in favor of the Company or any Subsidiary.
General	Corporate Agreements	All documents and agreements evidencing other financing arrangements to which the Company or any Subsidiary is a party or under which the Company or any Subsidiary is otherwise obligated, including sale and leaseback arrangements.
General	Corporate Agreements	All acquisition agreements and related documents and schedules regarding the Company's acquisition of its Subsidiaries.

c. Click on **Enable Editing** button at the top of the spreadsheet.

- Step 3:** Review & Finish – scroll to the data that you added which is highlighted in green. See below screen capture for an example.

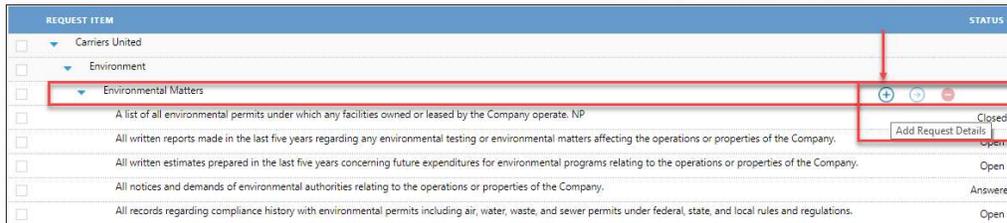


- Scroll to the end of the Due Diligence view and press **Save**.
- A Successful Alert prompt flashes on the screen and you are returned to the Due Diligence tab.
- Scroll down the view to find the text that you added above.
- Continue working in the Due Diligence tab.

Adding Request Items

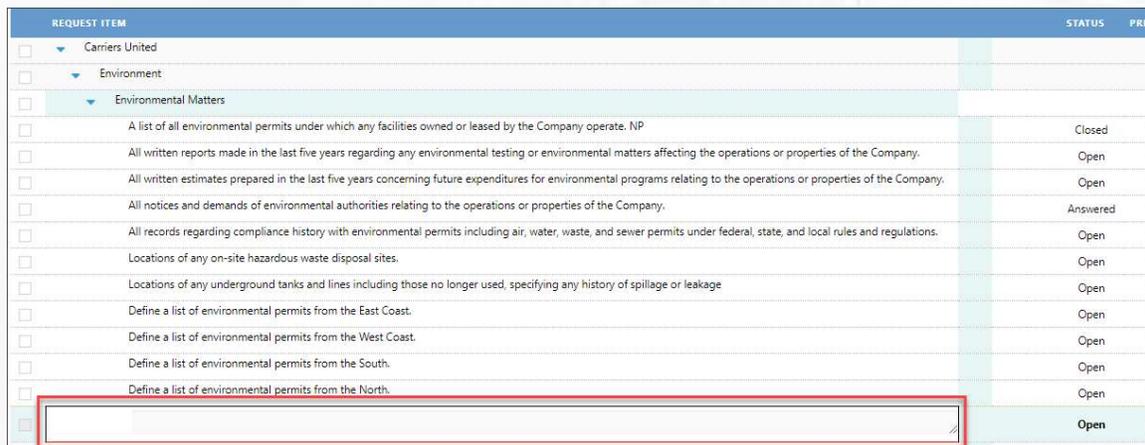
Adding Request Items is done at the Category level. To add an item:

1. Navigate to the Category, e.g., Environment Matters.
2. Click on the “+” icon.



REQUEST ITEM	STATUS
<input type="checkbox"/> Carriers United	
<input type="checkbox"/> Environment	
<input type="checkbox"/> Environmental Matters	
<input type="checkbox"/> A list of all environmental permits under which any facilities owned or leased by the Company operate. NP	Closed
<input type="checkbox"/> All written reports made in the last five years regarding any environmental testing or environmental matters affecting the operations or properties of the Company.	Open
<input type="checkbox"/> All written estimates prepared in the last five years concerning future expenditures for environmental programs relating to the operations or properties of the Company.	Open
<input type="checkbox"/> All notices and demands of environmental authorities relating to the operations or properties of the Company.	Answered
<input type="checkbox"/> All records regarding compliance history with environmental permits including air, water, waste, and sewer permits under federal, state, and local rules and regulations.	Open

3. The inline editing cell appears at the end of the Category list.



REQUEST ITEM	STATUS	PRIO
<input type="checkbox"/> Carriers United		
<input type="checkbox"/> Environment		
<input type="checkbox"/> Environmental Matters		
<input type="checkbox"/> A list of all environmental permits under which any facilities owned or leased by the Company operate. NP	Closed	
<input type="checkbox"/> All written reports made in the last five years regarding any environmental testing or environmental matters affecting the operations or properties of the Company.	Open	
<input type="checkbox"/> All written estimates prepared in the last five years concerning future expenditures for environmental programs relating to the operations or properties of the Company.	Open	
<input type="checkbox"/> All notices and demands of environmental authorities relating to the operations or properties of the Company.	Answered	
<input type="checkbox"/> All records regarding compliance history with environmental permits including air, water, waste, and sewer permits under federal, state, and local rules and regulations.	Open	
<input type="checkbox"/> Locations of any on-site hazardous waste disposal sites.	Open	
<input type="checkbox"/> Locations of any underground tanks and lines including those no longer used, specifying any history of spillage or leakage	Open	
<input type="checkbox"/> Define a list of environmental permits from the East Coast.	Open	
<input type="checkbox"/> Define a list of environmental permits from the West Coast.	Open	
<input type="checkbox"/> Define a list of environmental permits from the South.	Open	
<input type="checkbox"/> Define a list of environmental permits from the North.	Open	
<input type="checkbox"/>	Open	

4. Enter your Request Item.
5. Press **Enter** to save your Item.
6. Your Item appears at the end of the Category list.

Deleting Request Items

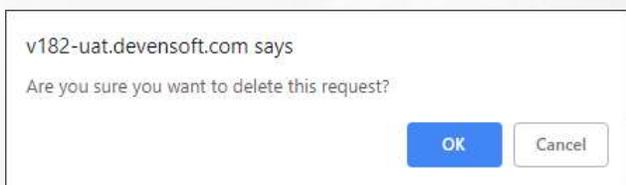
If you decide there is a Request Item that is not needed, you can delete it by following the below steps.

1. Navigate to the **Due Diligence** tab within a Target.
2. Scroll to the Request Item that you want to delete.
3. To the left of the Status column, there is the delete icon.



REQUEST ITEM	STATUS	PRIORITY	OWNER	RESPONSE	DUE DATE	SUBMITTED DATE	RESPONSE DATE	ROUND	COMMENTS
<input type="checkbox"/> Liens and Real Estate									
<input type="checkbox"/> All material agreements encumbering real or personal	Open					16-Jul-19		3	
<input type="checkbox"/> All real estate contracts of the Company and each Subsidiary.	Open					16-Jul-19		3	
<input type="checkbox"/> Deeds and title policies relating to any real property owned by									
<input type="checkbox"/> All leases of real or material personal property (including	Open								
<input type="checkbox"/> Loan Documents									

4. Press the **Delete** icon.
5. A confirmation window appears at the top of the screen.



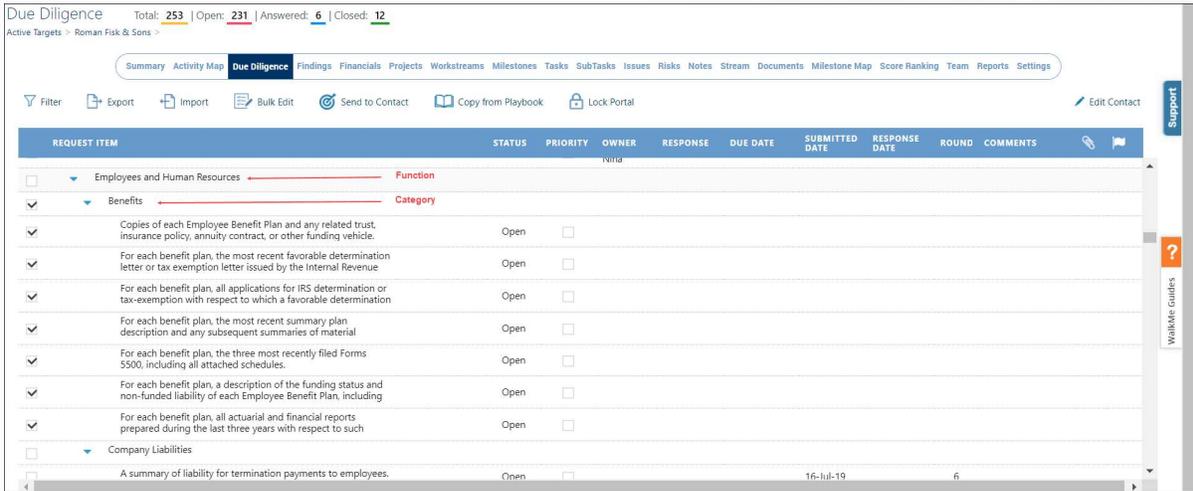
6. Click **OK**.
7. The Request Item has been deleted.
8. When you are ready to send these Items to the Target, proceed to the next page.

Sending Request Items to Target

Once the Devensoft User have reviewed the Request Items, they can send the Items to the Target by selecting a function(s) or category(ies). To send Request Items, please follow these steps:

1. Open a Target.
2. Navigate to the **Due Diligence** tab.

3. Select the check boxes in the left margin. Selecting a Function or Category automatically selects all the children document.



4. Select the **Send to Contact** button.



5. The Send to Contact window is displayed. Complete all fields.

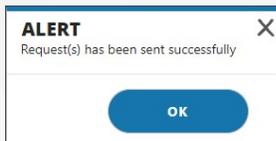
The 'SEND TO TARGET' dialog box is shown. It has a title bar with 'SEND TO TARGET' and a close button (X). The form contains the following fields:

- First Name: * Nancy
- Last Name: * Deloren
- Email: * ndelorean@younameit.com
- Round: 1

At the bottom, there are two buttons: 'CANCEL' and 'SEND'.

6. When done, press **Send**.

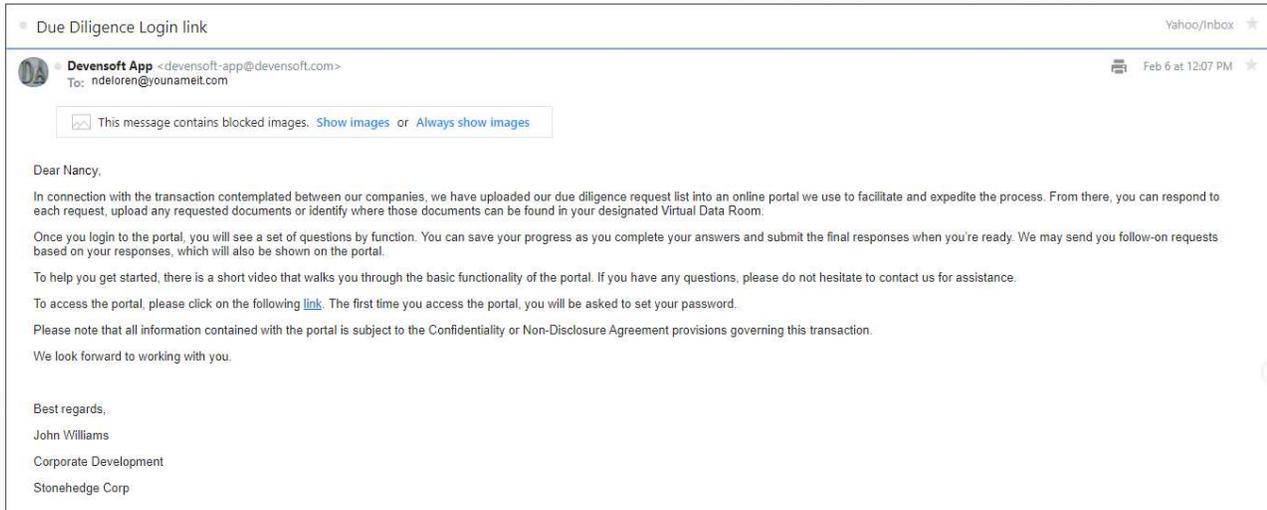
7. The Alert window displays indicating that the request(s) has been sent successfully.



8. Press **OK**.

Accessing the Target's Portal

Once the Devensoft User submits the list of questions to the Target user, they will receive an email from the Devensoft App with a link to log into the Target Portal. Below is an example of the email that the Target user will receive.



Note: After the initial email, future emails will have the subject listed as “Round Notification.”

To access the Target Portal, click on the link in the email that you received. The first time you log into the Portal, you will need to enter your email address and create a password. The Target user's screen will look like the one below:



Once you have successfully logged in, your screen will display your Request Items by category, plus quantitative information displayed horizontally across the top of your screen. The next page describes what appears on your screen.

The screenshot displays the DEVENSOFT software interface. On the left is a navigation tree with categories like 'All', 'Environment', 'Environmental Matters', and 'Export'. At the top, a summary bar shows 'Total' (7), 'Open' (7), 'In Progress' (0), and 'Submitted' (0). Below this is a search bar and filter options. The main area lists several 'Request Items' under the 'ENVIRONMENTAL MATTERS' category. Each item includes a status (e.g., 'Open'), a round (e.g., 'Round 1'), attachments, and a date (e.g., 'Feb 6, 2019'). Red annotations point to the navigation tree, the summary bar, the search bar, and specific fields in the list items.

- Navigation Tree:** Displayed on the left side of your screen is organized by function, e.g., Environment, then category, e.g., Environmental Matters.
- Quantitative Information:** Displayed horizontally, list the total number of Items within the Function, # of Open, In Progress and Submitted Items.
- Request Items:** Displayed in bold text, its status, what round it was answered in, any attachments and the date it was submitted.
- Search:** Can search and filter your questions based on rounds, text or status.
- Status:** Defines the state of the Request Item as being Open, Answered, Closed.
- Due Date:** Defines when the Request Items are due.

Tip: Search on important questions first.

Answering Questions

To answer a question:

1. Click in the space labeled “Click to write a response.”



A screenshot of a question card. The title is "A list of all environmental permits under which any facilities owned or leased by the Company operate. NP" with a category label "ENVIRONMENTAL MATTERS" in the top right. The main content area contains the text "Click to write the response". At the bottom, there is a status bar showing "Open", "Round 1", "0 Attachments", and "Feb 6, 2019".

2. Sample response is displayed below



A screenshot of a question card showing a sample response. The title and category are the same as in the previous screenshot. The main content area now displays the text "Please see the attached file for a list of environmental permits." with a close button (X) in the top right. Below the response area, there is a notification box that says "Environmental Permits" with a green checkmark icon.

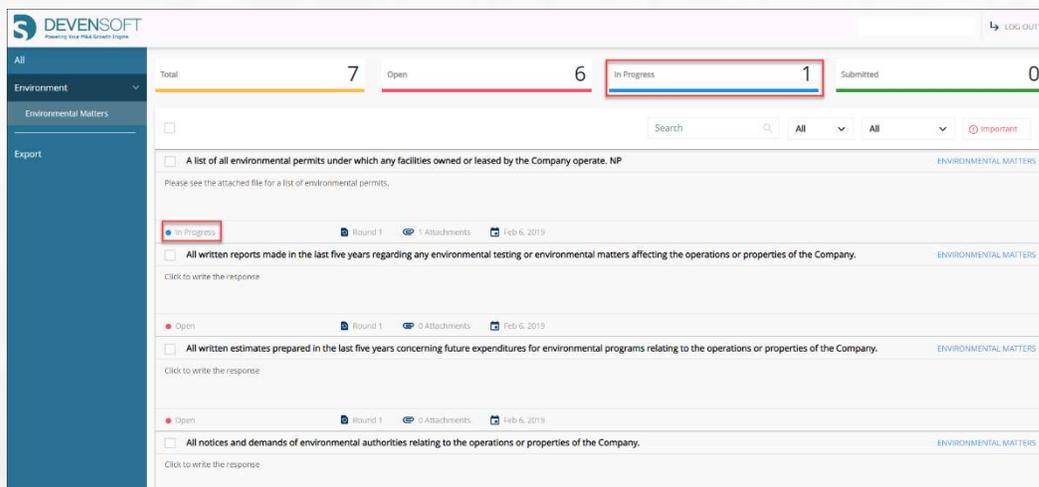
3. When done, press **Save**. A notification indicating that your answer was saved is displayed in a green box in the upper right corner of your screen.



To navigate to the next question, click on the arrow  displayed in the upper right corner of the question window or click on the Category, Environmental Matters.

Note: Pressing **Save** does not submit the response to the requesting party. Only, when the response is submitted, will the requesting party see the response.

4. The question that you responded to has a status of “In Progress” and is identified in the question and across the top of your screen, under “In Progress.”



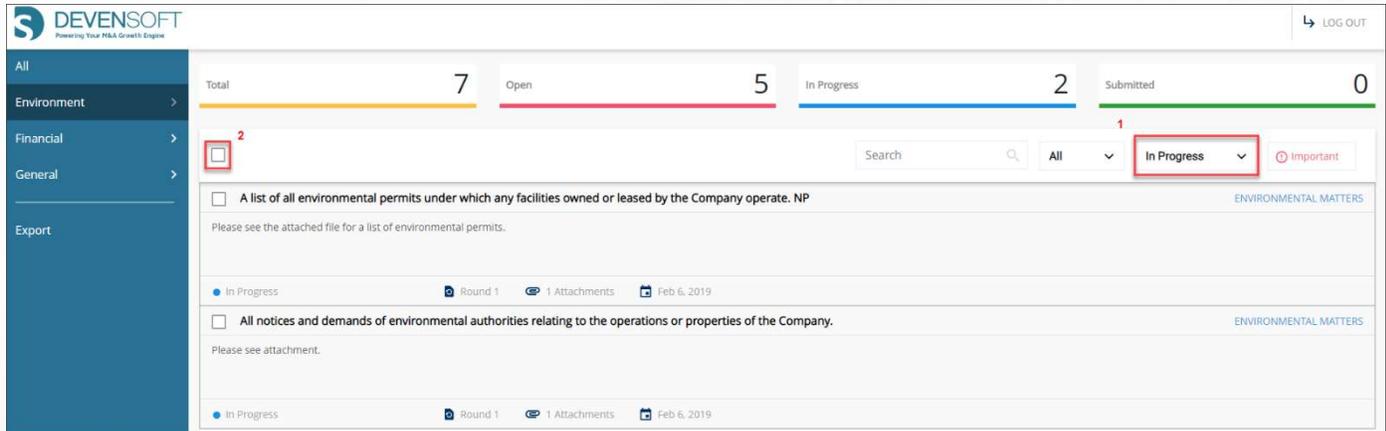
A screenshot of the Devensoft dashboard. The top navigation bar includes the Devensoft logo and a "LOG OUT" link. Below the navigation bar, there is a summary row with four colored bars representing question counts: Total (7), Open (6), In Progress (1), and Submitted (0). The "In Progress" bar is highlighted with a red box. Below this, there is a search bar and several dropdown menus. The main content area displays a list of questions. The first question, "A list of all environmental permits under which any facilities owned or leased by the Company operate. NP", is highlighted with a red box and has a blue "In Progress" status indicator. Below it, there are three more questions, each with its own status indicator (Open) and details.

- When the Target/Seller has answered their question(s), they can submit their responses to the potential Buyer which is explained in the next section.

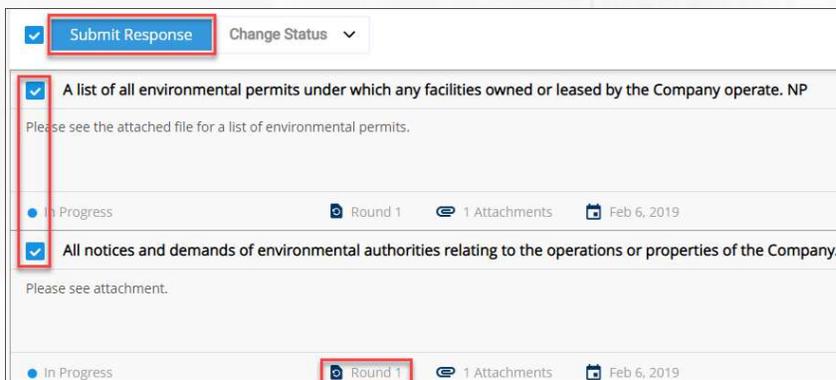
Submitting Responses

When the Target is ready to submit their responses, the following steps are performed:

- Navigate to the “In Progress” questions, by filtering on its status.
- Click on the **Select All** checkbox.



- Once selected, the **Submit Response** button appears with checkmarks next to the questions that have been answered. The Round is indicated at the bottom of each question.



- Press the **Submit Responses** button.

A confirmation window displays confirming that you want to submit the responses.

- Click **Yes**.

Your question tally is updated to reflect those two (2) questions, per the above screen capture, have been submitted.



6. Proceed to answer additional questions or log out of the Portal.

Reviewing Responses

Using the Due Diligence tab within a Target, the Devensoft customer can see those questions that have been **Answered** and those that are **Open**. To review the answered questions:

1. From the Main Menu, select **Home**.
2. Navigate to the **Due Diligence** tab.
3. Open the Target and proceed to the **Due Diligence** tab.
4. The questions that have been answered have a status of **Answered** and need to be reviewed.
5. If the Target gives a response, it will be displayed in the **Response** column. Hovering over the response will display more text.
6. To add a Due Date, navigate
7. **Submitted Date** and **Response Date** are also displayed in the Request Item view.
8. **Comments, Attachments** and **Findings** are displayed on the far right of the view. To add a Comment or Finding navigate to the applicable column and click on the + icon, which is context sensitive. This means that you must navigate to the applicable area in order for the icon to appear.

REQUEST ITEM	STATUS	PRIORITY	OWNER	RESPONSE	DUE DATE	SUBMITTED DATE	RESPONSE DATE	ROUND	COMMENTS
Test Item	Open		De Lorean, Nina						
Liens and Real Estate									
All material agreements encumbering real or personal property owned by the Company or any Subsidiary, including all mortgages, deeds of trust, and security agreements.	Answered			Working w/...	16-Jul-19	16-Jul-19	5		Good answe... 1
All real estate contracts of the Company and each Subsidiary.	Reopened			Working w/...	16-Jul-19	16-Jul-19	5		Need to re...
Inconsistencies found w/ the attachments.									
Deeds and title policies relating to any real property owned by the Company or any Subsidiary.	Answered			Collecting...	16-Jul-19	16-Jul-19	5		#3 Good an...
All leases of real or material personal property (including computer leasing agreements) to which the Company or any Subsidiary is lessee or lessor or to which the Company or any Subsidiary proposes to become a lessee or lessor.	Answered			Line 1; Li...	16-Jul-19	16-Jul-19	5		#4 Good an...
Loan Documents									
All agreements or documents relating to or evidencing borrowings (other than accounts payable incurred in the ordinary course) of the Company or any Subsidiary, whether secured or unsecured.	Open				17-Jul-19	16-Jul-19	6		
Bank letters or agreements confirming any other lines of credit in favor of the Company or any Subsidiary.	Open				18-Jul-19	16-Jul-19	6		
All documents and agreements evidencing other financing arrangements to which the Company or any Subsidiary is a party or under which the Company or any Subsidiary is otherwise obligated, including sale and leaseback arrangements, capitalized leases, real estate and other installment purchases, make-	Open				19-Jul-19	16-Jul-19	6		

Exporting Request Items

For those of you that would like to export Request Items to review status, responses etc. in an Excel format vs. within the platform, please keep the following scenarios in mind:

If the **Status** is Open and the **Response** and **Follow Up** (Answered Requests Only) columns are completed, upon import, the Status will change to Reopen. The trigger for a status to be “Reopened” is when these columns are completed

If the **Status** is Open and the **Response, Follow Up** (Answered Requests Only) and **Follow Up Response** columns are complete, upon import, the Status will be Answered

Adding Attachments

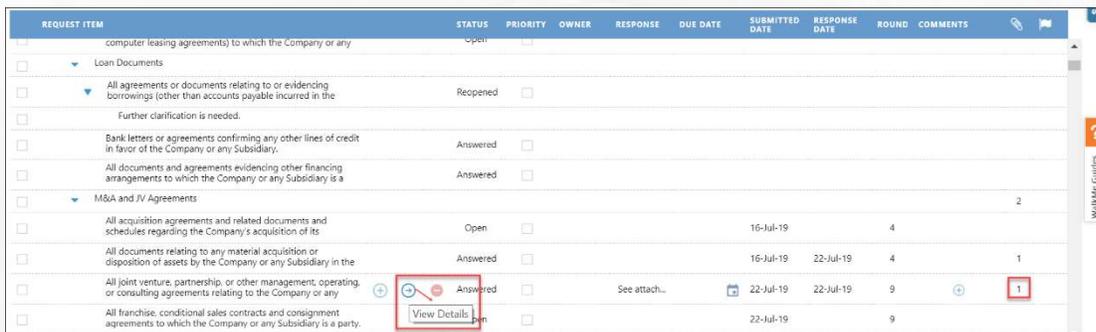
Adding attachments are available in the Due Diligence module for the Devensoft user to upload and to send to contact. To add these documents:

1. From the Due Diligence tab, hover over one of the request items. View Details tooltip appears.
2. Click on the arrow. This will take you to the Request Items Details page.
3. Navigate to the Attachments section.
4. Select **New Document**. The Upload Document pop-up window appears. Select **Choose File** to upload the document.
5. Select the **Upload** button.

Opening Attachments

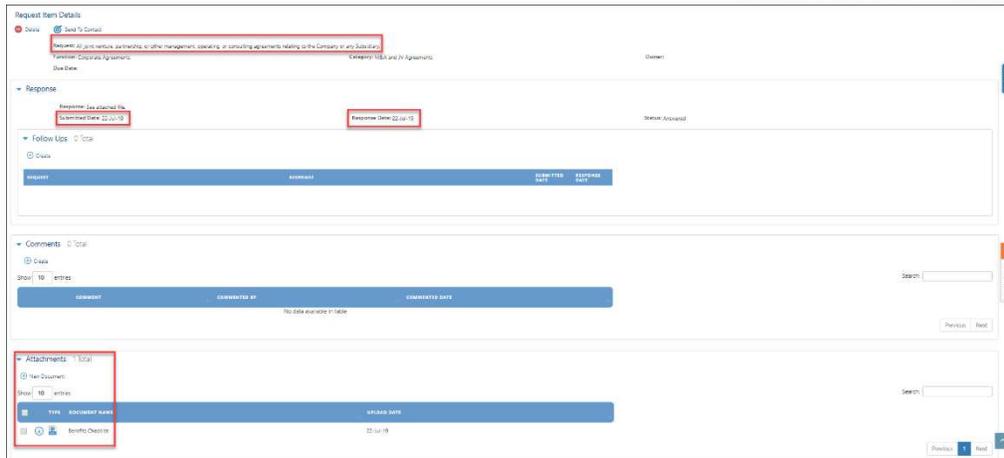
Questions that have been answered and have attachments are indicated in the Attachments column with a number. To view the attachment:

1. From the **Due Diligence** tab, select the View Details arrow.

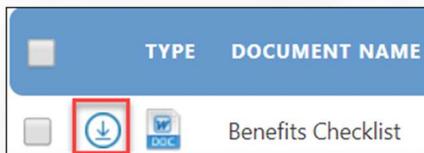


REQUEST ITEM	STATUS	PRIORITY	OWNER	RESPONSE	DUE DATE	SUBMITTED DATE	RESPONSE DATE	ROUND	COMMENTS	
computer leasing agreements) to which the Company or any	Open									
Loan Documents										
All agreements or documents relating to or evidencing borrowings (other than accounts payable incurred in the	Reopened									
Further clarification is needed.										
Bank letters or agreements confirming any other lines of credit in favor of the Company or any Subsidiary.	Answered									
All documents and agreements evidencing other financing arrangements to which the Company or any Subsidiary is a	Answered									
M&A and JV Agreements										2
All acquisition agreements and related documents and schedules regarding the Company's acquisition of its	Open					16-Jul-19		4		
All documents relating to any material acquisition or disposition of assets by the Company or any Subsidiary in the	Answered					16-Jul-19	22-Jul-19	4		1
All joint venture, partnership, or other management, operating, or consulting agreements relating to the Company or any	Answered			See attach...		22-Jul-19	22-Jul-19	9		1
All franchise, conditional sales contracts and consignment agreements to which the Company or any Subsidiary is a party.	Open					22-Jul-19		9		

- The Request Item Details page opens where you can see key information related to the question, e.g., response, status, submitted date and attachments. Review this page carefully.



- To download the attachment, navigate to the document's title and the file attachment will display and the download icon.



- Press the download icon to download the file to your computer's local drive.

Viewing Attachments

Viewing attachments that the Target sent is available in the Due Diligence module, Due Diligence folder within the Documents link. To view these documents:

- Open the Target.
- Navigate to the **Documents** link where the Due Diligence folder is displayed.



- Click on the Due Diligence title which displays the Function subfolder.
- Click on the title of the Function subfolder which opens the Category subfolder(s).
- Drill down to the document level to view the attached file to download or add information within the Document Detail page.

- a. **Download** – to the left of the icon, click on the download link where the document will open.



- b. **Document Detail Page** – Click on the document's title which opens a page similar to the one below. Issues and Notes can be added on this page.

 A screenshot of a 'Document Detail' page. The page title is 'Document Detail'. Below the title, there are tabs for 'All', 'Upload', 'Check Out', 'Observations', and 'Delete'. The document name is 'IT Inventory List', the associated team is 'Target', and the last updater is 'Target'. There is a 'Last Updated By:' field. Below this is a 'Document Revisions' section with 1 total revision. A table shows the revision details:

STATUS	REVISION BY	ON DATE	FILE NAME	FILE SIZE	COMMENTS
1 (Summary)		22-Jan-19 13:48:05 AM	IT Inventory List.docx	117 KB	IT Inventory List

 Below the revisions table is an 'Issues' section with 1 total issue, 1 Open. A table shows the issue details:

ID	NAME	STATUS	RAISE	IMPACT	DATE IDENTIFIED	ISSUE OWNER	FUNCTIONAL TEAM
3524	Important issue	Open		High	23-Jan-19		Z_Corleto

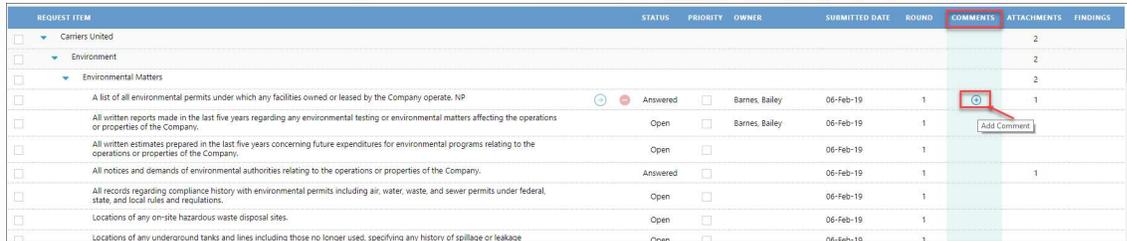
 Below the issues table is a 'Notes' section with 2 total notes. A table shows the notes:

NOTE	DATE	OWNER
Note #1	22-Jan-19	
Note #2	23-Jan-19	

Adding Comments

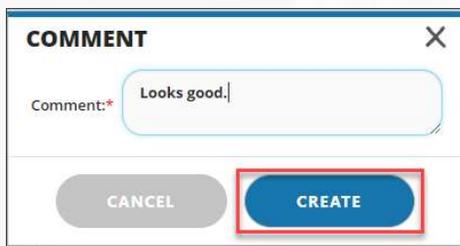
After reviewing the response, you can add comments, which will be seen by the internal staff and NOT the Target. To add Comments:

1. Navigate to the Due Diligence tab within your Target.
2. Locate the Request Item and click on the “+” icon in the Comments column.



REQUEST ITEM	STATUS	PRIORITY	OWNER	SUBMITTED DATE	ROUND	COMMENTS	ATTACHMENTS	FINDINGS
Carriers United							2	
Environment							2	
Environmental Matters							2	
A list of all environmental permits under which any facilities owned or leased by the Company operate. NP	Answered		Barnes, Bailey	06-Feb-19	1		1	
All written reports made in the last five years regarding any environmental testing or environmental matters affecting the operations or properties of the Company.	Open		Barnes, Bailey	06-Feb-19	1	Add Comment		
All written estimates prepared in the last five years concerning future expenditures for environmental programs relating to the operations or properties of the Company.	Open			06-Feb-19	1			
All notices and demands of environmental authorities relating to the operations or properties of the Company.	Answered			06-Feb-19	1		1	
All records regarding compliance history with environmental permits including air, water, waste, and sewer permits under federal, state, and local rules and regulations.	Open			06-Feb-19	1			
Locations of any on-site hazardous waste disposal sites.	Open			06-Feb-19	1			
Locations of any underground tanks and lines including those no longer used, specifying any history of spillage or leakage	Open			06-Feb-19	1			

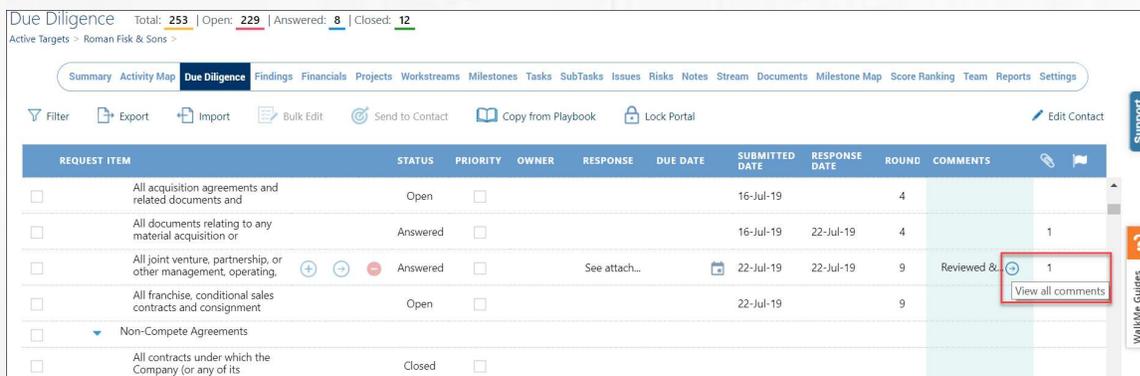
3. The Comment window appears. Enter a comment.



COMMENT [X]

Comment:*

4. When done, press **Create**.
5. The Comments column updates with a number indicating that there is a comment related to the Requested Item.



Due Diligence Total: 253 | Open: 229 | Answered: 8 | Closed: 12

Active Targets > Roman Fisk & Sons >

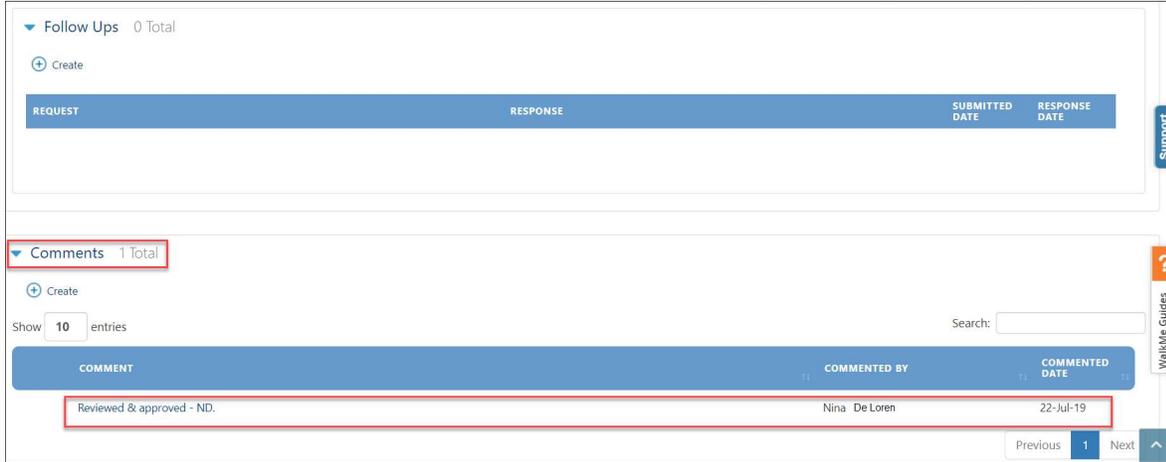
Summary Activity Map Due Diligence Findings Financials Projects Workstreams Milestones Tasks SubTasks Issues Risks Notes Stream Documents Milestone Map Score Ranking Team Reports Settings

Filter Export Import Bulk Edit Send to Contact Copy from Playbook Lock Portal Edit Contact

REQUEST ITEM	STATUS	PRIORITY	OWNER	RESPONSE	DUE DATE	SUBMITTED DATE	RESPONSE DATE	ROUND	COMMENTS
All acquisition agreements and related documents and	Open					16-Jul-19		4	
All documents relating to any material acquisition or	Answered					16-Jul-19	22-Jul-19	4	1
All joint venture, partnership, or other management, operating,	Answered			See attach...		22-Jul-19	22-Jul-19	9	Reviewed & View all comments
All franchise, conditional sales contracts and consignment	Open					22-Jul-19		9	
Non-Compete Agreements									
All contracts under which the Company (or any of its	Closed								

6. To view the comment, click on the View Details arrow  next to the abbreviated comment displayed in the Comments column.

7. The Comment(s) are displayed in the Comments section of the Request Item Details page.

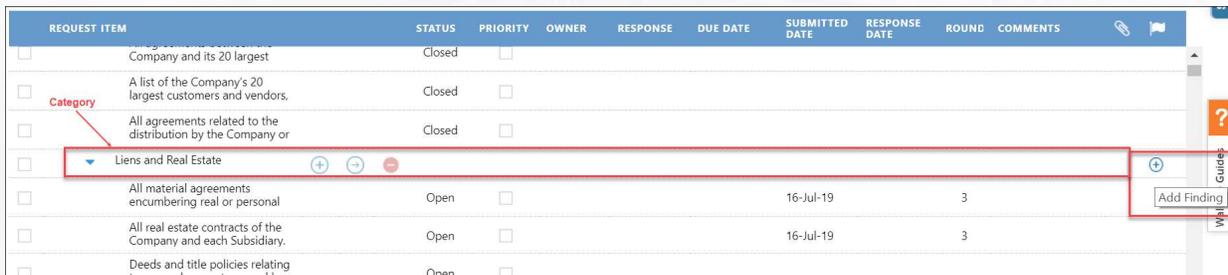


Adding Findings

During the Due Diligence process any findings related to financial matters, technology, customer, sales, contracts, etc. can get captured on the Findings tab. Findings are added at the **Category** level.

To add a Finding:

1. From the Main Menu, select **Home**.
2. Navigate to the **Due Diligence** tab.
3. Open the Target and proceed to the Due Diligence tab.
4. Navigate to a Category.



5. Move the mouse horizontally, to the right, to the Findings columns where the “+” sign will appear.
6. Click on the “+” icon and the Finding Detail window opens.
7. Complete the Key Finding field, which is required, plus any other fields.

8. When done, press **Save**.
9. To review the Finding, press the **View Details** icon.

REQUEST ITEM	STATUS	PRIORITY	OWNER	RESPONSE	DUE DATE	SUBMITTED DATE	RESPONSE DATE	ROUND	COMMENTS
RRR								1	1
Corporate Agreements								1	1
Customer Agreements								1	
All agreements between the Company and its 20 largest customers, and a form (or forms) of any agreement typically used by the Company in provided goods or services to its customers, together with copies or descriptions of significant variations from such form (or forms) in the case of particular	Open		Peronzi, Rick						
A list of the Company's 20 largest customers and vendors, determined by annual revenues and expenditures, respectively.	Answered		Polistano, Gustavo	See attach...	22-Jul-19	22-Jul-19		1	1
All agreements related to the distribution by the Company or its Subsidiaries of products in the ordinary course of business.	Open		Polistano, Gustavo						
Liens and Real Estate									10
All material agreements encumbering real or personal property owned by the Company or any Subsidiary, including all mortgages, deeds of trust, and security agreements.	View Details	Open	Peronzi, Rick	Agreements...	22-Jul-19	22-Jul-19		1	
Please provide the attachment.									
All real estate contracts of the Company and each Subsidiary.			Peronzi,						

10. Scroll to the Findings section to read the Findings.

Liens and Real Estate
Active Targets > RRR > Due Diligence >

Summary Activity Map Due Diligence Findings Financials Projects Workstreams Milestones Tasks Sub-Tasks Issues Risks Notes Stream Documents Milestone Map Score Ranking Team Reports Settings

Category details
Delete
Function: Corporate Agreements
Category: Liens and Real Estate
Owner:

Request Items 4 Total 3 Open 0 Answered 0 Closed

Findings 1 Total
Create

Show 10 entries

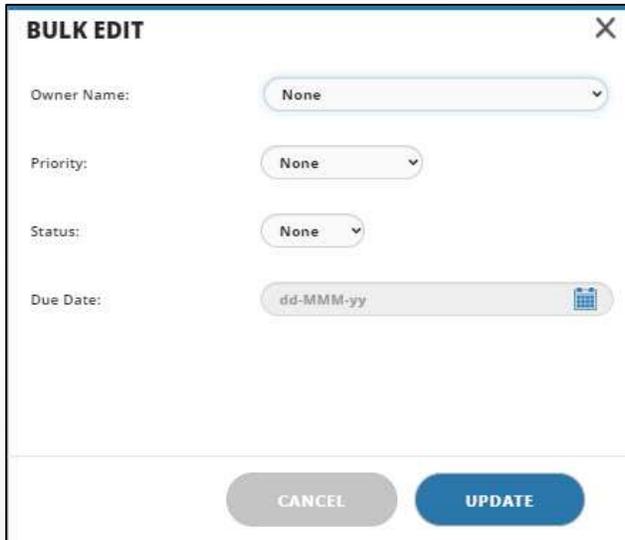
FINDINGS SERIAL NO.	CATEGORY	OWNER	IMPACT	KEY FINDING	MITIGATION	CONCLUSION	DATE IDENTIFIED	DATE CLOSED	POTENTIAL HIGH	PP IMPACT LOW	(\$K USD) LIKELY
1	Liens and Real Estate		High	Several issues were discovered w/ the deeds & titles.		General	23-Jul-19				

Previous 1 Next

Closing Request Items

Only Request Items with a Status of “Answered” can be closed. Once the Devensoft customer has reviewed the Target’s responses, they can use the Bulk Edit feature to close the Items. To do this:

1. Navigate to the Due Diligence tab within your Target.
2. In the left-hand margin, select those Request Items with a status of “Answered”
3. Select the **Bulk Edit** icon. The Bulk Edit window opens.



The image shows a 'BULK EDIT' dialog box with the following fields and options:

- Owner Name: None
- Priority: None
- Status: None
- Due Date: dd-MMM-yy

Buttons: CANCEL, UPDATE

4. In the Status field, select the drop-down arrow and choose **Closed**.
5. Press **Update**.
6. An Alert window appears indicating that your update(s) were successful.
7. Click **OK**.
8. The Request Items now display a status of “Closed.”

Due Diligence Reports

There are two Due Diligence reports that are available in the system, **Operational** and **Analytics**. The report under Operational is Devensoft's standard, out-of-the Due Diligence report, whereas Analytics, produces reports created in Power Business Intelligence (Power PBI), a platform designed by Microsoft.

Please read below for a complete description and access of these reports.

Operational

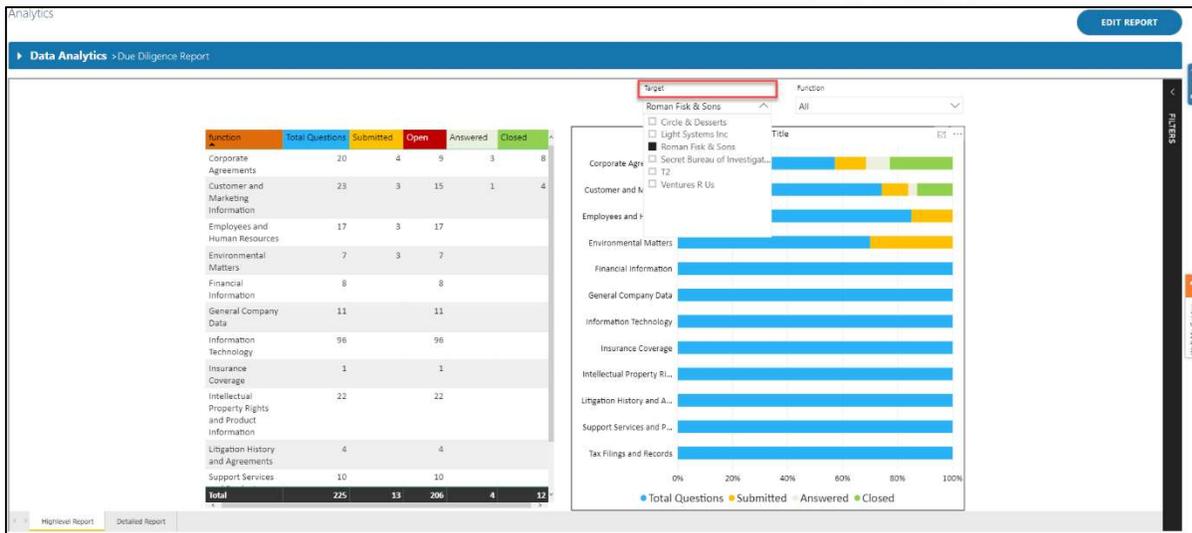
Capturing data at the Functional level, the user can view questions in a table and graph format. The **table** displays quantitative data for each question based on the total number of questions for the Open (Submitted), Open (Not Submitted), Answered, Reopened and Closed. The **graph** displays the Total Questions, Answered, Reopened and Closed. When the user points the mouse at the end of each bar, total number of questions for that category is displayed.

To access the report:

1. From the Menu Bar, navigate to the **Reports/Operational** menu.
2. Select the Due Diligence Report.

Per the below screen capture, the Functional level, Corporate Agreements displays the following information:

- Total Questions = 23
- Answered = 5
- Reopened = 1
- Closed = 1



Analytics

Using the Due Diligence Analytics reports allows the user to display a numerical and graphical chart of questions submitted by the external vendor categorized by function, submitted, open, answered and closed.

To access the report:

1. From the Menu Bar, navigate to the **Reports/Analytics** menu.
2. Under the Data Analytics Report title, select the Due Diligence Report.
3. Numerical and graphical charts are displayed and may display no data. If this happens, select the Target from the drop-down menu. Your screen will appear similar to the below screen capture.
4. Request Items with a Status of “open,” “answered” and “closed,” are summed up in the Total Questions column. Questions that have been “reopened” are not counted AND decrease the number of “answered” requests.