



Buy-Sell Agreement Checklist

<p>How is the Business Structured?</p> <ul style="list-style-type: none"> <input type="checkbox"/> Proprietorship <input type="checkbox"/> Partnership <input type="checkbox"/> C Corporation <input type="checkbox"/> S Corporation (Maintain S Election) <input type="checkbox"/> Professional Corporation <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> Other _____ <p>Who are the Parties to the Agreement?</p> <ul style="list-style-type: none"> <input type="checkbox"/> Related <input type="checkbox"/> Unrelated <input type="checkbox"/> Spouse (Community Property) <p>What Triggering Events are Identified?</p> <ul style="list-style-type: none"> <input type="checkbox"/> Death <input type="checkbox"/> Disability <input type="checkbox"/> Retirement <input type="checkbox"/> Termination of Employment <input type="checkbox"/> Divorce, Marital Separation <input type="checkbox"/> Loss of License <input type="checkbox"/> Act of Law <input type="checkbox"/> Bankruptcy <input type="checkbox"/> Other Insolvency Laws <input type="checkbox"/> Felony Conviction <input type="checkbox"/> Other _____ <p>Is "Disability" Defined, and if so, How?</p> <ul style="list-style-type: none"> <input type="checkbox"/> Disability Insurance Policy <input type="checkbox"/> Social Security <input type="checkbox"/> Other _____ <p>How is the Buy-Out Structured?</p> <ul style="list-style-type: none"> <input type="checkbox"/> Cross Purchase <input type="checkbox"/> Stock Redemption <input type="checkbox"/> Combination <input type="checkbox"/> Trusteed Arrangement <input type="checkbox"/> Special Purpose Insurance LLC 	<p>How is the Business Value Determined?</p> <ul style="list-style-type: none"> <input type="checkbox"/> Stated Value <input type="checkbox"/> Formula <input type="checkbox"/> Independent Appraiser <input type="checkbox"/> Other (explain) <p>Does the Business Value reflect Current FMV?</p> <ul style="list-style-type: none"> <input type="checkbox"/> Yes <input type="checkbox"/> No <p>How often is the Valuation Updated?</p> <ul style="list-style-type: none"> <input type="checkbox"/> Annually <input type="checkbox"/> Every ____ Years <input type="checkbox"/> Never <input type="checkbox"/> Other _____ <p>Is the Business Value the same for all Triggering Events?</p> <ul style="list-style-type: none"> <input type="checkbox"/> Yes <input type="checkbox"/> No (explain) <p>Does the Agreement provide for Life Insurance to Cover a Buy-Out at Death?</p> <ul style="list-style-type: none"> <input type="checkbox"/> Ownership/Beneficiary Consistent <input type="checkbox"/> Payment of Premiums <input type="checkbox"/> Procedure upon Failure to Pay Premiums <input type="checkbox"/> Disposition of Policies at Death or During Life <input type="checkbox"/> Ability to Purchase Additional Insurance <input type="checkbox"/> Requirement to Maintain Insurance Funding <input type="checkbox"/> Policy Schedule <input type="checkbox"/> Allocation of Excess Proceeds <p>Does the Agreement provide for Disability Buy-Out Insurance?</p> <ul style="list-style-type: none"> <input type="checkbox"/> Ownership/Beneficiary Consistent <input type="checkbox"/> Payment of Premiums <input type="checkbox"/> Procedure upon Failure to Pay Premiums 	<p>What are the Payment Terms?</p> <ul style="list-style-type: none"> <input type="checkbox"/> Lump Sum <input type="checkbox"/> Installment (Promissory Note) <input type="checkbox"/> Other <p>Are there Dispute Resolution Provisions?</p> <ul style="list-style-type: none"> <input type="checkbox"/> Arbitration <input type="checkbox"/> Mediation <input type="checkbox"/> Other _____ <p>Are Relevant Schedules Attached?</p> <ul style="list-style-type: none"> <input type="checkbox"/> Life Insurance <input type="checkbox"/> Disability Buyout Insurance <input type="checkbox"/> Ownership Percentages <input type="checkbox"/> Stock Classes <input type="checkbox"/> Trustee Agreement, if applicable <input type="checkbox"/> Other Applicable Agreement <p>Mandatory Non-Competition Clause for Seller?</p> <ul style="list-style-type: none"> <input type="checkbox"/> Yes <input type="checkbox"/> No <p>Are Loans made to Business Callable at Death or Disability?</p> <ul style="list-style-type: none"> <input type="checkbox"/> Yes <input type="checkbox"/> No <p>Does the Agreement require funds to be set aside for a Retirement Buy-Out?</p> <ul style="list-style-type: none"> <input type="checkbox"/> Yes <input type="checkbox"/> No <p>Does Business Succession Plan coordinate with Estate plan?</p> <ul style="list-style-type: none"> <input type="checkbox"/> Yes <input type="checkbox"/> No <p>Does Business Continuation Plan address Key Employee concerns?</p> <ul style="list-style-type: none"> <input type="checkbox"/> Yes <input type="checkbox"/> No
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Please consult with your Guardian Financial Representative if you have any questions concerning this document.

The Guardian Life Insurance Company of America

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Guardian Financial Representatives may call the Business Resource Center, at 800 871 7780, Option 3, for additional information.