

**EMPLOYEE BENEFITS AND EMPLOYMENT CHECKLIST
IN MERGERS AND ACQUISITIONS**

Palmieri & Eisenberg
715 Executive Drive
Princeton, NJ 08540
www.p-ebenefitslaw.com

Frank Palmieri, Esq.
Tel: (609) 497-0400
Fax: (609) 497-1163
fpalmieri@p-ebenefitslaw.com

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Note: In any merger, acquisition, or similar transactions, consideration should be given to the identification of all employee benefits and employment programs, and the impact that the transaction will have on all such programs. The following list sets forth the most common types of employee benefit programs and employment practices and procedures, to assist in obtaining all necessary information.

Employee Benefits	Exists Yes/No	If yes, copies of documents have been requested or obtained. Please identify status.
1. <u>Qualified Deferred Retirement and Deferred Compensation Plans</u>		
a. Defined Benefit Pension Plans		
b. Money Purchase Pension Plans		
c. Profit Sharing Plans		
d. Stock Bonus Plans		
e. Employee Stock Ownership Plans (“ESOP”) including “leveraged ESOPs”		
f. Thrift or Savings Plans		
g. Cash-or-Deferred (“Section 401(k)”) Plans		
h. Industry or Union Sponsored Pension Funds		
i. Foreign Plans		
j. “Frozen” Plans for which no contributions are currently being made.		
k. Form 5500 for all Plans		

Employee Benefits	Exists Yes/No	If yes, copies of documents have been requested or obtained. Please identify status.
2. <u>Nonqualified Retirement Plans</u>		
a. Individual Contracts		
b. Excess Benefit Plans		
c. Nonqualified Pension or Profit Sharing Plans for Executives of Other Groups		
d. Employer-Sponsored Individual Retirement Accounts (“IRAs”) and Simplified Employee Provisions (“SEPs”)		
e. Top-Hat SERPs		
f. DOL Statement to Exempt Top Hat Plans from Form 5500 Filings.		
3. <u>Incentive, Bonus and Equity Plans</u>		
a. Incentive or “Qualified” Stock Options		
b. Nonqualified Stock Options		
c. Employee Stock Purchase Plans under Section 423 of the Code		
d. Restricted Stock		
e. “Phantom Stock” Plans		
f. Stock Appreciation Right (“SAR”)		
g. Short-Term Incentive Bonus Program		
h. Long-Term Incentive Bonus Plan		
i. Deferred Bonus Programs		
j. Foreign Programs		
4. <u>Wage Replacement or Continuation Plans</u>		
a. Salary Continuation Arrangements		

Employee Benefits	Exists Yes/No	If yes, copies of documents have been requested or obtained. Please identify status.
b. Sick Pay/Sick Leave		
c. Short-Term Disability Plans		
d. Long-Term Disability Plans		
e. Severance Pay Plans		
f. Supplemental Unemployment Benefit Plans		
g. Statutory Workers' Compensation and Disability Insurance		
5. <u>Health Plans</u>		
a. Medical/Surgical Insurance		
b. Health Maintenance Organizations		
c. Self-Insured Medical Plans		
d. Excess Medical Expense Reimbursement Plans		
e. Company Doctor/Nurse		
f. Company-Paid Health Examinations		
g. Dental Plans		
h. Vision Plans		
i. Prescription Drugs		
j. Medical Flexible Spending Accounts ("FSAs")		
k. Retiree Medical Benefits		
6. <u>Survivor Benefits</u>		
a. Group Term Life Insurance (including spouse/ dependent coverage)		
b. Individual Life Insurance Contracts		
c. Uninsured Cash Death Benefit		

Employee Benefits	Exists Yes/No	If yes, copies of documents have been requested or obtained. Please identify status.
7. <u>Other Plans, Arrangements on Documents to Review</u> a. Section 125 Flexible Benefit (“Cafeteria”)		
b. Voluntary Employees’ Beneficiary Associations (“VEBAs”)		
c. Golden Parachutes		
d. Educational Assistance Programs		
e. Group Legal Services Plans		
f. Dependent Care Assistance Plans		
g. Employee Discount Programs		
h. Company Recreation Facilities		
i. Vacation Pay Arrangements		
j. Holiday Schedule		
k. Use of Company Car/ Motor Pool/Plans		
l. Subsidized Eating Facility		
m. Low- or No-Interest Loans		
n. Matching Contribution Arrangements		
o. Provision of or Allowance for Clothing/ Uniforms		
p. Sales Premiums and Incentives		
q. Litigation or Threatened Litigation involving Employee Benefits Programs		

Employee Benefits	Exists Yes/No	If yes, copies of documents have been requested or obtained. Please identify status.
r. ADEA Policy (retirement, health care, and pension coverage)		
s. Maternity, Paternity Leave Policies, including Federal Family and Medical Leave Act Policies and State Leave Programs		
t. Contractual or Collectively Bargained Agreements to Improve Benefits		
8. <u>Employment Policies</u>		
a. Employment Contracts		
b. Handbooks		
c. Collectively Bargained Arrangements		
d. Affirmative Action Plan		
e. Non-Compete Agreement		
f. Non-Solicitation Agreement		
g. WARN Notices		
h. Work Week		
i. Overtime Policy (including/excluding time not worked)		
j. Direct Deposit		
k. I-9s		
l. EEO-1s		
m. Shift Differentials		
n. Drug Testing		
o. Physicals		
p. Anti-Harassment Policy		
q. Employment Litigation		
r. Paid Time Off		
s. On Call Rules		
t. Temporary Employees		
u. Leased Employees		
v. Dress Code		

Employee Benefits	Exists Yes/No	If yes, copies of documents have been requested or obtained. Please identify status.
w. Attendance		
x. Discipline		
y. OSHA		
z. Job Categories		
9. <u>Professional Advisors</u>		
a. Insurance Broker		
b. Accountants		
c. Attorneys		
d. Recruitment Companies		
e. Payroll Company		