

**GOODWIN PROCTER LLP  
WEBSITE AUDIT CHECKLIST**

**Client:** \_\_\_\_\_  
**Primary Location:** \_\_\_\_\_  
**Contact:** \_\_\_\_\_  
**Address:** \_\_\_\_\_  
**Phone:** \_\_\_\_\_  
**e-mail:** \_\_\_\_\_  
**General Counsel:** \_\_\_\_\_

General Questions	Answer
1. Name of Client business unit, division, joint venture or co-branding effort	
2. Domain Name (defined for the balance of this checklist as “the Site”)	
3. Are there any additional domain names used by this business unit? If so, list the additional names here, but also complete a separate checklist for each domain name.	
4. Date of Domain Name Registration	
5. Date of first use of the Site internally	
6. Date of first public use of the Site ( <i>where public includes anyone outside of Client’s organization, i.e., customers, vendors, strategic partners, etc.</i> )	
7. Are forward-looking statements made on the Site about the business of Client that is non-public, and that might otherwise be considered in violation of the Securities Laws?	
8. Does the site provide access to historical or archived information about Client? ( <i>i.e., such as press releases, news articles, SEC filings, etc.</i> )	

Operational Questions	Answer
1. Who is the Site’s targeted audience? ( <i>i.e., vendors, dealers, resellers, strategic partners, consumers, children, regulators, search engines, etc.</i> )	

Operational Questions	Answer
2. Is the Site password protected? If so, are passwords user unique, or is there one general password for all users?	
3. Is the entire Site accessible to all users, or is access to certain portions limited to classes of users with varying user rights?	
4. Are the Site's users generally located in the US, or outside the US? If there are any users outside the US, can you identify where outside of the US (generally), and the percentage US vs. non-US users	
5. Who administers the site? A Client employee or someone else?	
6. If more than one person (or more than one entity) administers the site, how are the administrative tasks divided?	
7. Is there a link (or excerpts) on the Site to Client's annual report or any other document that Client has filed with the Securities and Exchange Commission.	
8. Does the Site link to any other Client web site (whether Client owned/operated, or co-owned/cooperated)? If so, (a) identify such link-to web site(s), (b) identify whether the link is to the home page or to an internal link below the home page on the other site(s), (c) identify the exact address(es) for the link(s) and (d) identify the purpose of link.	
9. Does the Site link to any third party web site(s)? If so, (a) identify such link-to web site(s), (b) identify whether the link is to the home page or to an internal link below the home page on the other site(s), (c) identify the exact address(es) for the link(s) and (d) identify the purpose of link. ( <i>i.e. stock quote, chat room, customer endorsement, article about Client or some third party, etc.</i> )	
10. Does the Site use framing technology to frame other Client web site (whether Client owned/operated, or co-owed/cooperated)? If so, (a) identify such framed web site(s), (b) identify whether the frame is of the home page or to an	

Operational Questions	Answer
internal page below the home page on the other site(s), and (c) identify the exact address(es) for the framed page(s).	
11. Does the Site use framing technology to incorporate the content of all or part of a third party web site(s)? If so, (a) identify such framed web site(s), (b) identify whether the frame is of the home page or to an internal page below the home page on the other site(s), and (c) identify the exact address(es) for the framed page(s).	
12. Does the site process any transactions ( <i>i.e., credit applications, sale of goods, user registration, etc.</i> )?	
13. Are any products or service sold or made available on the Site? If so, identify them. ( <i>i.e., tangible products, insurance, securities, information, financial services, etc.</i> )	
14. Does the Site use forms? If so, how? ( <i>product ordering, collecting personal information, etc.</i> )	
15. Does the Site enter data into a database?	
16. Does the Site query a database?	
17. If a database is involved (either from a data entry or query perspective), does Client have the proper licenses to use such database (including tables, table definitions, entry forms, report engines, etc.)?	
18. If a database is involved (either from a data entry or query perspective, where is the database located? ( <i>i.e., on a Client owned and operated server, on a third party server outsourced by Client, or on a third party's server not controlled by Client, etc.</i> )	
19. If a database is involved, does this Site exclusively use and access the database, or is it shared with other site(s)? If so, are the other site(s) Client sites, co-branded, co-operated site(s), or third party site(s)?	
20. How will users of the Site receive notices and other communications? ( <i>i.e., email? Paper-based communications?</i> )	

Operational Questions	Answer
21. Does the Site collect information on users as they navigate the site? ( <i>i.e., cookies, Internet Protocols, or other forms of user tracking, such as clear GIFS or “web bug” pixels</i> )	
22. How often is the “look and feel” of the Site updated, and by whom? ( <i>Client or a third party</i> )	
23. How often is the content of the Site updated, and by whom? ( <i>Client or a third party</i> )	
24. Who hosts the Site? ( <i>Client or a third party</i> )	
25. Is the Site hosted at multiple locations?	
26. Does the Site have a “Terms of Use” policy?	
27. Does the Site have a “Privacy” policy?	
28. Does the Site rely on any type of security for secure communications? If so, identify.	
29. Does the Site employ digital signatures?	
30. Does the Site have a “site map” for the Site.	
31. Where are the Site operations documents located ( <i>i.e., system flows, documentation, etc.?</i> )	

Patent Related Questions	Answer
1. Have any patents rights been licensed from third parties in order to operate the Site?	
2. Is the business unit aware of any patents that may be required to operate the Site?	
3. What is the most unusual aspect of the Site?	
4. Are you aware of any other sites (either Client or third party) that operate in a way similar to that of the Site? If so, identify. If the list has more than five sites, just name the top five.	

Trademark/Service marks/Trade Names Questions	Answer
1. Does the Site use any trademarks or service marks? (A trademark includes any word, name, phrase, logo, smell, color, sound or device, or any combinations thereof, used to identify and distinguish one party's goods or services from another's, and to identify the source of the goods)	
2. If so, list them, and identify whether they are Client's trademarks/service marks or those of a third party?	
3. If more than one party's marks are used on the Site, do they appear together on one page, or on different pages?	
4. Are there any other websites with similar sounding/looking domain names?	
5. Is the Site's domain name registered in a different top-level domain (i.e., com, org, net, cc, edu, gov)	
6. Is the Site's domain name registered (whether by Client or a third party) in a different country domain? (i.e., .uk, .au., .tv, etc.)	
7. Is the domain name used as the "name" of the business or of the site?	

Copyright Questions	Answer
1. Has the Site been registered with the US Copyright Office?	
2. Who developed the Site? (internal by Client, developer hired by Client, entirely by a strategic partner, some form of joint development, etc.)	
3. If the Site was developed in any way other than exclusively by Client employees (note that for this purpose, individual consultant/contractors are not considered employees), was an agreement signed in connection with the work effort? If so, provide a copy of the agreement.	
4. Does the Site look similar (i.e., look and feel?) to any other site, especially competitor sites?	

<b>Copyright Questions</b>	<b>Answer</b>
5. Does the Site make use of “chat rooms”, message boards or bulletin boards?	
6. Does the Site designate an Agent for purposes of the Digital Millennium Copyright Act?	
7. Who provides content for the Site? ( <i>Client, a third party, or both</i> )	
8. If a third party provides content, list the type of content and the name of the provider.. Depending on the arrangement Client has with third parties, this response may include third parties that Client “links” to for content and that take the user out of the Client site.	

<b>Contract/Relationship Questions</b>	<b>Answer</b>
1. Is the site co-branded? If so, is there a written agreement for such co-branding?	
2. Is the site a private label site? If so, is there a written agreement for such private labeling?	
3. Is there any advertising on the Site? If so, is there a written agreement for such advertising?	
4. If the Site links or frames to third party sites, are there any linking/framing agreements for such links and/or frames, and do any of the links or frames link to web pages other than the home page of the third party sites?	
5. Does the Site collect business data from the users?	
6. Does the Site collect personal data from the users?	
7. If any personal or business data is collected, is such data shared with any other Client business unit?	
8. If any personal or business data is collected, is such data shared with any third party (including “strategic partners”)?	
9. Is there some sort of user agreement that must be clicked through or otherwise agreed to before users	

<b>Contract/Relationship Questions</b>	<b>Answer</b>
are granted access to the Site?	
10. If so, is it a one-time click through, or every time the Site is accessed, or linked from the Site's home page?	
11. Does the Site generate any revenue?	
12. If so, is the revenue shared with any Client business unit or any third party (i.e., a "strategic partner"?)	