

Lexis Practice Advisor[®] Quick Reference Guide

ALAAAS STARTS STARTS ON POINT PRACTICAL GUIDANCE BACKED BY EXPERTS

- Bankruptcy
- General Practice
- California Business & Commercial
- Capital Markets and Corporate Governance
- Commercial Transactions
- Corporate and M&A
- Corporate Counsel
- Finance
- Florida Business & Commercial
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- Labor & Employment
- New York Business & Commercial
- Real Estate
- Texas Business & Commercial



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Table of Contents

Direct Access and Sign In	2
Lexis Practice Advisor [®] Home Page on Lexis Advance [®]	3
Select Your Topic from the Practice Area Page	4
Additional Ways to Select Topics	5
View Topic Results	6
Forms Index Search	8
Using Forms	9
Using Forms Continued	10
Practice Notes	11
Statutes and Legislation	12
Folders: Save Forms, Documents, Text, Searches and More	13
History: View Documents, Searches and More	14
Lexis® Market Tracker	15
Lexis [®] for Microsoft Office [®] Integration	16
Lexis [®] Securities Mosaic [®]	17
Ask Our Authors	18
The Lexis Practice Advisor Journal™	19

Direct Access and Sign In

Lexis Practice Advisor®		
Sign In o	Help -	START ON POINT WITH OUR NEW HOME PAGE
Password		Gain practical guidance from 500+ expert attorney authors from Lexis Practice Advisor ¹ .
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		RESOURCE MEET THE PRACTICE ABOUT LEXIS CENTER AUTHORS INSIGHTS PRACTICE ADVISOR*

To use Lexis Practice Advisor[®], go to www.lexispracticeadvisor.com and enter your user ID and Password. You also can sign in from the Lexis Practice Advisor Resource Center which offers support, training, tips, guides, videos and more.

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LexisNexis® CourtLink 🖾	Secondary Materials	Expert Witness Analysis	News	
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Lexis Practice Advisor [®]	Briefs, Pleadings and Motions			
	Jury Verdicts and Settlements	Legal News	Public Records	

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Lexis Practice Advisor Home Page on Lexis Advance

exis Practice Advisor® ✓ @ Practice → Se	arch all practice areas	Search: Everything - Q History - More
Browse by Practice Area Bankruptcy Business & Commercial Capital Markets & Corporate Governance Corporate and M&A Corporate Counsel Finance Intellectual Property & Technology	Labor & Employment Real Estate California Business & Commercial Florida Business & Commercial New York Business & Commercial Texas Business & Commercial	Support Resources & Training Getting Started with Lexis Advance® Using Lexis Practice Advisor Latest Enhancements Webinar Sign up for a session Feedback Tell us what you think Contact Customer Support Phone: 1-800-543-6862
The Lexis Practice Advisor Journal [™]	Our Authors We select leading attorneys and in-house counsel to provide expertise and insight you can't get from any other source. Visit our Author Center	Law360 News Powered by: Law363 5 New Immigration Judges Named For Texas, Ill., Penn., NJ 0 Judges Should Crack Whip On Discovery Abuse, Paper Says @

When you access Lexis Practice Advisor from Lexis Advance, you will see a home page similar to this. Click on the practice area you wish to access in **Browse by Practice Area** which lists the practice areas to which you subscribe. In addition, you will find a list of practice areas to which you have not subscribed (not shown here). However, you can still choose to explore their **Table of Contents** and descriptions of their content.

Settings

^{kis} actice Advisor [®]	
General	General
Lexis Advance® Research Lexis Advance® Litigation Profile Suite Lexis Practice Advisor® Lexis Advance® Tax	Start page Lexis® Practice Advisor Results Display Settings Number of results to display per page (for search & alerts results, <i>Shepard</i> 's®, and Legal Issue Trail only
	10 • Choose how much detail to include for each result

You also have the option to set up preferences under **Settings** under the **More** pull down at top right.

You can set Lexis Practice Advisor as your Start page, choose how your documents display and more.

Select Your Topic from the Practice Area Page

Practice Advisor® Areas See		E F
Topics		Forms Index
Fundamentals of Financing Transactions	Debtor in Possession Financing	Finance
Credit Facility Basics 🛕	Introduction	View forms for all practice areas
Due Diligence	Parties to a DIP Financing	
Regulations Affecting Credit	℅ More Subtopics	Recently Browsed Documents
Commitment Papers and Syndicated Lending	Exit Financing	Getting Started – Drafting the Commitment Lette
The Commitment Letter	Introduction	Andrew Bettwy and Glen Lim, Proskauer Rose L
The Fee Letter	Strategies to Reduce or Eliminate Need for Exit	78 FR 17766
ightarrow More Subtopics	Financing	1-3 Commercial Loan Documentation Guide § 3.
The Credit Agreement	Forms of Exit Financing	Europe Is Land Of Opportunity For PE Deals In [
Credit Agreement Guide	State Law Lender Remedies	Market
The Loan	Article 9 Sales	Each Party's Role in Debt Financing Transaction
℅ More Subtopics	Foreclosure of Real Property	Linda L. Curtis, Gibson, Dunn & Crutcher LLP
Security Interests and Article 9 of the Uniform Commercial Code	Bankruptcy Considerations Bankruptcy Issues from a Lender's Perspective	Show more view all document history

After selecting a practice area, you will arrive at a practice area landing page that provides a double-column menu of topics from which you can choose. On the right, you gain access to the **Forms Index, Recently Browsed Documents, Lexis® Market Tracker, Law360® headlines** (articles accessible with subscription) and **Meet Our Authors.**

- Click on a blue topic link to find relevant information that can include Forms; Practice Notes; Articles; Secondary Materials; Cases; Statutes & Legislation; Briefs, Pleadings & Motions; Administrative Codes & Regulations; and more.
- B To return to the Lexis Practice Advisor home page, click the logo.
- © Move to other practice areas in your subscription.
- Type in your search words and filter by practice area.

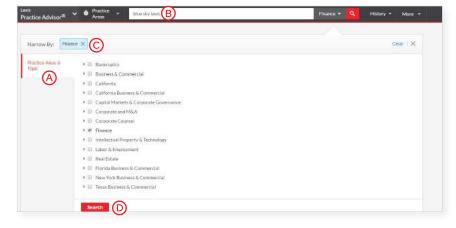
- (E) Need more information? Send a question via email to **Lexis Practice Advisor Authors**.
- F Return to recent searches or recently browsed documents. Also choose recent documents in the **Recently Browsed Documents**.
- G Access Folders, Alerts, Notifications, Settings, Feedback, Help, Price Guide, Live Support, Sign-In Profile, My Lexis[™] and Sign Out.
- (H) Choose practice area forms or all forms available in Lexis Practice Advisor (even those outside your subscription). Forms can be filtered by type, including Official Forms, Lexis Practice Advisor Authored Forms, Checklists, Sample EDGAR[®] Precedents and Briefs, Pleadings and Motions.

Additional Ways to Select Topics

	(A)	
Narrow By: Pran	ze X	Clear (>
Protice Alex & Tops:		

In addition to choosing a topic from your offering's home page, you can also browse and select from the **Browse Topics** table of contents. Here's how:

- A Select **Practice Areas**.
- B Select the **Topic Navigation** tab.
- C Choose your practice area offering, e.g., Finance
- Browse and select a topic and view the subtopic underneath.
- Select your subtopic and move directly to results documents.



- A You can focus your search using the Practice Area & Topic option.
- B Enter the words you want to find in the search box on any screen, i.e. ENTER: blue sky laws.
- C As you add filters across screens, the Narrow By box displays your filter choices. Click the X to delete a choice or Clear to remove all choices.
- Click Search to close the Filter box and run your search.

View Topic Results Selected from the Practice Area Home Page

D			
Snapshot	Snapshot B		
Forms A Practice Notes Articles Secondary Matenals Cases Administrative Materials Statutes & Legislation	 Anna Pinedo are both partners in the New York Foreign Banks Financing in the US (2014). Rule 144A and Regulation S are frequently use 1533, as amended (the "Securities Act"). The m that arise in these offerings, and provide a varie transactions. Rule 144A and Regulation S permit issuers to n 	Regulation S Offering by Bradley Bermar rikets group of Morrison & Foerster LLP in the New office of Morrison & Foerster LLP and co-authors d to effect offerings of debt securities without regis laterials in this section will enable you to become i ty of model forms that can be used in connection alse large amounts of capital without the cost and and Exchange Commission (the "SEC") of the off	v York office. Lloyd Harmetz and of the book Considerations for stration under the Securities Act of familiar with the securities law issues with documenting these delay of registration under the

When you browse and select a topic from the **practice area home page** (see Page 4)—or the **Browse Topics** table of contents—your results look like this:

- Content types available in the results for your select topic are listed here and now may include
 Articles; Briefs, Pleadings & Motions; and
 Administrative Materials. Move among content types without tabs.
- B See the top results for each content category in the Snapshot view.
- C View all practice area topics and change subtopics if needed.
- Quickly return to the practice area home page (e.g., select Finance).

- Set an Alert on a subtopic by clicking the bell icon and choosing what to monitor as well as delivery times.
- **(F)** Select **History** to quickly return to prior tasks.
- Print, download or email documents without opening them. Also add documents to folders. Check the box next to the title and click a delivery option.
- (H) Choose to view results with a preview of text or without.

View Topic Results from a Search

Lexis Practice Advisor® 🗸 🕻	Prac Area	ctice as	Asset Based Lending		Finance 🔹 🔍	Ask Our 😰 Authors	History
Results for: Asset Base	ed Ler	nding 🔰	Actions • D				
Forms & Guidance	65	Practice	Notes (46)				
Forms	19					Sort by:	Relevanc
Practice Notes	46	2				Sort Dy.	Relevanc
Articles	0	🔲 1. (Comparing and Contrasting Asset-Bas	ed Lending and Levera	ged Finance by	David Morse, Ot	terbour
Secondary Materials	34		Asset - based lending for both the middle ma				F
Cases	16	b	sset-based lending with greater convenience been adapted in asset-based lending facilities	s for large companies with be	etter credit. For exa	ample,	Ŭ
Administrative Codes & Regulations	1	e	the borrower of the information necessary to examinations and appraisals can be level of liquidity, measured by a key benchma	ark used in asset-based len	ding, commonly r	eferred to as	
Administrative Materials	0	n	excess availability." Similarly, while a traditiona equiring the borrower's		0		
Statutes & Legislation	0		"springing cash dominion"). These are just s wider base of companies. Now, the hallmark				
Briefs, Pleadings & Motions	2	a	and credit quality, that receive the benefits of a	n asset-based lending facil	ity		
Narrow By 🚯		🔲 2. l	Jnderstanding Asset-Backed Securitie	es vs. Asset-Based Lend	ling		
Finance	×		monitoring by lenders and reporting by the b s usually required in addition to the periodic fin by lenders may also be required • Recent tr	ancial reporting			

When you enter a search (see Asset Based Lending in search bar above), the results are displayed like this:

- Ounder Forms & Guidance, select the content type you wish to review and see the results at right. The number indicates the number of results for that content type.
- Each content type offers different filters. Just click a filter to add. It displays in blue under
 Narrow By. To remove a filter, click the X in the blue box.
- © Your search words are bold and highlighted in yellow so you can quickly determine if the document is relevant. Click on the blue headline to see the complete document.

- Change search options by selecting Actions, where you can run as a terms & connectors search, add legal phrases and more.
- (E) Deliver and share documents.
- F Keep track of documents viewed. The glasses icon (not shown) shows documents viewed over the last 30 days. Hover over the icon to see the last date viewed.

Forms Index Search

Finance Actions * Home		
Topics		Forms Index
Fundamentals of Financing Transactions Credit Facility Basics	Debtor in Possession Financing Introduction	Finance (A) View forms for all practice areas (B)

The Forms Index provides fast access to forms from your Practice Area Page

The **Forms Index** provides an alphabetized index of forms for your practice area.

View an alphabetized index of all forms available from Lexis Practice Advisor—including those outside your practice area and subscription.

Forms Index Search Results

Forms Index Acti Home	ons 🔻	
arrow By 🛕		AII A B C D E F G H I J K L M N O P Q R S T U V W X Y Z #
Finance	×	Asset Purchase Agreement; Alternative Form, NY Practice Guide: Business and Commercial, FORM 14-7A:
Purchase Agreement for Ru A	ule 144 🗙	B. ASSET PURCHASE AGREEMENT Asset Purchase Agreement, dated as of , 20 , among Purchasing Company, Inc., a corporation having an address at (the "Purchaser"), Selling Company, Inc., a corporation having an address at (the "Seller"), , an
	Clear	individual with an address at and , an individual with an address at (such individuals referred to collectively as the
 Find a Form 		Choosing Between an Exchange Offer and a Resale Registration Statement
Enter search terms	٩	Securities acquired in a private placement are "restricted securities" under the Securities Act of
• Form Type 🔘		Due Diligence Checklist, Colorado Business Organizations & Forms, 5.06.15.5 The following due diligence checklist may be used with either an asset purchase agreement or a stock purchase agreement to
Checklists	2	obtain all of the necessary information for the preparation
Clauses	2	
Lexis Forms	9	Indenture
PA Authored Forms	12	This sample Indenture governs debt securities issued in a Rule 144A/Regulation S transaction. The indenture is a "closed end" indenture governing just one series of notes

- Post-search Narrow By filters are for form types found at Lexis Practice Advisor including Expert Forms and Checklists.
- (B) A preview description of each form is provided. You can also see preview descriptions for forms outside your subscription.
- Filter results by Form Type including Lexis Practice Advisor Authored Forms, Official Forms, Checklists, Sample EDGAR precedents and Sample Briefs, Pleadings & Motions.

Using Forms

ocument: Purchase Agreement for Rule 144A/Regulation S Debt Offering Actions - me / Finance / Debt Securities Offerings / Rule 144A/Regulation S Debt Offerings	5.2 2 2
🐨 🔁 🔹 🛛 Go to 👻 🛛 Q. Search Document	
	About This Document B
Purchase Agreement for Rule 144A/Regulation S Debt Offering Reviewed on: 03/31/2016 E Form and Drafting Notes Provided for use in Lexis Practice Advisor By: Bradley Berman, Lloyd Harmetz and Anna Binedo, Morrison & Foerster LLP Purchase Agreement for Rule 144A/Regulation S Debt Offering	Draft Now About the Author Bradley Berman I Lioyd Harmetz I Anna Pinedo I Form Summary C Drafting Notes Other Document Locations
XYZ, INC. (a [Delaware] & corporation) \$	Capital Markets & Corporate Governance (1) ▼
Ladies and Gentlemen:	

Work efficiently with editable forms that can be drafted online or downloaded and edited within programs you use every day. You can email, print or share with colleagues when you want to collaborate on a draft.

- It's easy to draft online. The pencil icon highlights editable fields. Select a field and add words to the field provided and select Apply.
- B Under About This Document, you can click Draft Now to have the form delivered to you; learn the credentials of the attorney author(s) of the form under About the Author; view all Drafting Notes as one document; and see other locations for this form under Other Document Locations.
- Save forms to a Folder. Open from the folder, draft and share with colleagues.
- Print, download, email or send documents to Dropbox[®].
- **(E)** Be confident the form is current.

Using Forms Continued—Drafting Notes

Get vital insights as you draft. Each drafting note provides you with practical guidance based on the attorney authors' experience.

The Company has prepared and delivered to each Initial Purchaser copies of a preliminary offering memorandum, dated [DATE] (the "Preliminary Offering Memorandum") and has prepared and will deliver to each Initial Purchaser, on the date hereof or the next succeeding day, copies of a final offering memorandum, dated [DATE] (the "Final Offering Memorandum"), each for use by such Initial Purchaser in connection with its offering of the Securities. "Offering Memorandum" means, with respect to any date or time referred to in this Agreement, the most recent offering memorandum (whether the Preliminary Offering Memorandum or the Final Offering Memorandum, or any amendment or supplement to either such document), including exhibits thereto and any documents incorporated therein by reference, which has been prepared and delivered by the Company to the Initial Purchasers in connection with

Drafting Notes

Drafting Note to Third Paragraph The final offering memorandum will typically be dated the same date as the purchase agreement.

(A) Click the yellow "Drafting Notes" icons embedded in the form to find a drafting note relevant to the highlighted copy.

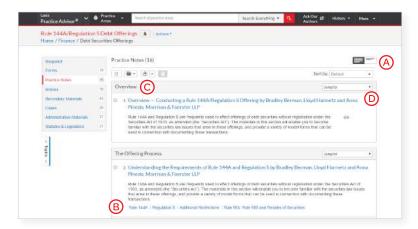
Alternate Clauses

Access alternate clauses right where you need them—embedded in the text of the form. They're also accessible under About This Document.

a) \$[______] \$ in senior secured [first lien] \$ credit facilities to the Borrower comprised of (i) a term Ioan A facility in the mount of \$[______] \$ (the "Term Ioan A facility"), (ii) a term Ioan B facility in the amount of \$[______] \$ (the "Term Ioan A facility"), (ii) a term Ioan B facility in the amount of \$[______] \$ (the "Term Ioan A facility"), (ii) a term Ioan B facility in the amount of \$[______] \$ (the "Term Ioan A facility"), (iii) a term Ioan B facility in the amount of \$[______] \$ (the "Term Ioan A facility"), (iii) a term Ioan B facility in the amount of \$[______] \$ (the "Term Ioan A facility"), (iii) a term Ioan B facility in the amount of \$[______] \$ (the "Term Ioan A facility"), (iii) a term Ioan B facility in the amount of \$[______] \$ (the "Term Ioan A facility"), (iii) a term Ioan B facility in the amount of \$[______] \$ (the "Term Ioan A facility"), (iii) a term Ioan B facility in the amount of \$[______] \$ (the "Term Ioan A facility"), (iii) a term Ioan B facility in the amount of \$[______] \$ (the "Term Ioan A facility"), (iii) a term Ioan B facility in the amount of \$[_____] \$ (the "Term Ioan A facility"), (iii) a term Ioan B facility in the amount of \$[_____] \$ (the "Term Ioan A facility"), the "Term Ioan Facilities") and (iii) a revolving credit facility of up to \$(i) if the amendment to the Existing Credit Agreement Existing Credit Agreement Ioan B facility and to the Existing Credit Agreement Ioan B facility and to the Existing Credit Agreement Ioan B facility and to the Existing Credit Agreement Ioan B facility and to the Existing Credit Agreement Ioan B facility and to the Existing Credit Agreement Ioan B facility and to the Existing Credit Agreement Ioan B facility and to the Existing Credit Agreement Ioan B facility and to the Existing Credit Agreement Ioan B facility and to the Existing Credit Agreement Ioan B facility and to the Existing Credit Agreement Ioan B facility and to the Existing Credit Agreement Ioan B facility and to the Existing Credit Agreement Ioan B facility and to

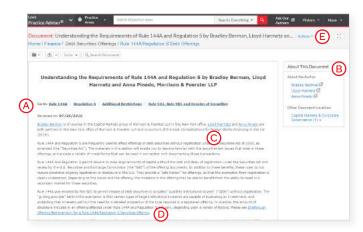
(A) Click the blue C in the original clause to open up the Alternate Clauses box, review text and select.

Practice Notes



Find practical guidance written by practicing attorney authors in Practice Notes.

- (A) Choose to view results with only titles of documents displayed or with the title and a description of content to help you identify the documents and provisions you need.
- B Link to specific topics within a document from subtopic links below the document description.
- C **Results documents are organized** by your topic with the **Overview** document displayed first.
- Quickly move to other relevant Practice Notes listed under Jump to.



Check out these helpful features in your open Practice Note.

- Olick these links to go directly to these topics within the Practice Note.
- In About This Document, find links to related content.
- © Find credentials of the document's attorney authors to be confident in the practice notes' guidance. Use these links to review their credentials or go to About This Document and select their names.
- **D** Link directly to highlighted authority.
- (E) To return to your practice notes documents, select History then Documents. No tabs to manage!

Statutes & Legislation

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ocument: U.C.C. § 9-612 Actions -	B
Image: Contract of the second decomposition	About This Document
U.C.C. § 9-612 A Copy Citation Uniform Commercial Code (U.C.C.) > ARTICLE 9. SECURED TRANSACTIONS > PART 6. DEFAULT > SUBPART 1. DEFAULT AND ENFORCEMENT OF SECURITY INTEREST	Analysis E Expert Analysis (2)
 (a) [Reasonable time is question of fact.] Except as otherwise provided in subsection (b), whether a notification is sent within a reasonable time is a question of fact. (b) [10-day period sufficient in non-consumer transaction.] In a transaction other than a consumer transaction, a notification of disposition sent after default and 10 days or more before the earliest time of disposition set forth in the notification is sent within a reasonable time before the disposition. 	

- View Statutes and Legislation that have been handpicked by experienced authors as the most relevant, up-to-date content.
- B Set an **Alert** and receive updates.
- C Move to other sections of the code. Just select a link.

- Choose a part of the document you wish to view under **Go to**.
- Explore related information under **About This Document** such as **Expert Analysis**.

Search by Statute or Citation Name

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313	the second s	whose claims have matured			
85	Till View Table of Contents Jurisdiction: New York				
	3. 11 USCS § 544, Part 2 of 2				
×		editor and as successor to certain credit	tors and purchasers		
Clear	I Mew Table of Contents				
	155 61 68 26 323 568 15 4 313 85	editor Law Actions* 155 Statutes & Legislation (313) 61 Image: Contents 26 1. 11 USCS § 544, Part 1 of 2 273 TITLE 11. BANKRUPTCY, § 544. Trustee as lien or 15 Image: Contents 26 2. NY CLS Dr & Cr § 278 27 Debtor And Creditor Law, § 278. Rights of creditors 313 Image: Contents 35 Unisdiction: New York 36 3. 11 USCS § 544, Part 2 of 2 TITLE 11. BANKRUPTCY, § 544. Trustee as lien or	editor Law Actions* 155 Statutes & Legislation (313) 61 ••••••••••••••••••••••••••••••••••••	editor Law Actions * 155 Statutes & Legislation (313) 61 Image: Imag	

A You may search a statute or citation by its popular name in the search bar and you will receive a results list to review.

Folders: Save Forms, Documents, Text, Searches and More

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Rule 144 (5) Social Media Priv				Last Modified Aug 10, 2016 02:07:34 p.m	6
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Items saved: 9	U.S. Federal			Type Document	
B Recycle Bin	Date			Client	

Gain access to your Folders by selecting Folders from the More pull-down menu at the top of most Lexis Practice Advisor screens. Copy and save selected document text, search results lists, documents and information even from other LexisNexis[®] products. Subscription documents stay in Folders until you remove them.

- Add Folder notes. Click and add up to 1000 characters.
- B Click Actions to Rename, Download, Move, Copy, Share or Delete the Folder. You may also choose to update Shepard's Signal[™] indicators.
- C Find vital facts across all Folders and notes. Just enter your search words, (e.g., exemptions).
- Choose buttons at the top to Select, Download, Move, Copy or Remove folders.
- © Organize folders under **Sort by** according to Last modified, Clients, Types or Titles.

- (F) **Create New Folder** allows you to create a new folder within My Folders or create a subfolder with a Folder.
- G Move among your Folders here. Each Folder shows how many documents it contains.
- Click a document listing and look under About This Document to find information that may include the Document Type, Date Saved, Last Updated, Shepard's® Citations Service information and more.
- () Get notified of updates. Documents you store in Folders are flagged when updates are available so you can retrieve them. (Not shown.) Also view shared documents.

History: View Documents, Searches and More

ractice Advisor" 🎽 🎽 Are History	asset purchase Filters *	Q, Ask Our gil History - More
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Yesterday 34 Wednesday 2		Client -None-
Monday 29		-None- Date & time
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* More		04:10:10 p.m. EDT
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Document View 127	Content Type: Forms	Client
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	Emerging Issues	Lexis Practice Advisor® Search
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000004 38		-None-
547567 16		Date & time Aug 22, 2014
Select multiple		04:10:07 p.m. EDT

View search history for the past 90 days. View documents retrieved, prior searches and even tasks from Lexis Advance. **You can view your search history in a List view, or as a graphical Research Map.** Get interrupted during research? Pick up where you left off quickly by going to your History. Use your Search History to save useful searches to your Folders.

- (A) Return to a search fast. Select from the five most recent searches or documents. Click History in the black header. Link to your complete History list by selecting View all history.
- (B) The **List view** is the default view.
- C **Print your history.** Get a printer-friendly list of searches. Then click the Print button.
- Sort your history by date (oldest or newest first), type or search title (alphabetical or reverse-alpha order).
- (E) Filter history to display by date, date range or tasks type, such as alerts created, forms viewed, emails sent, searches, etc. Only dates where research occurred are included. Just click a date, type, etc.; the filter displays in blue under Narrow by. To remove the filter, just click the X in the blue box.
- See search details up-front. Each listing provides a wealth of detailed information content categories, document types, task type and date performed, and more.
- G **Return to a document or task**. Click the document or task title.

Lexis[®] Market Tracker

Search Transac	Tracker +++++				Home page
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Advising Counsel		esee & Ryoming Inc. (Providence and Workester Railroad Company (Merger)	#8/15/2016		
		America Apartment Communities, Inc. / Post Properties, Inc. (Nerger)	48/15/2016		
Date	soccare in	m Inc. / Certain direct and indirect subsidiaries of Sensus Worldwide Limited (Stock)			
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Transaction		Roldings, LLC.) Honeywell International Inc. (Assaul)	00/12/2016		
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Basic Transaction Term	ns & Figures Dut	eroo Steel, Inc./Depot.Metal, LLC (Kreher Steel) (Stock)	#B/08/2016		
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No-Shop Terms	Ram Ram	distad Holding nv / Monster Worldwide, Inc. (Merger)	8609/2016		
General Covenants	C ros	M Holdings Corp. / XpresSpa Holdings, LLC (Public Private Merger)	00/06/2016		
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