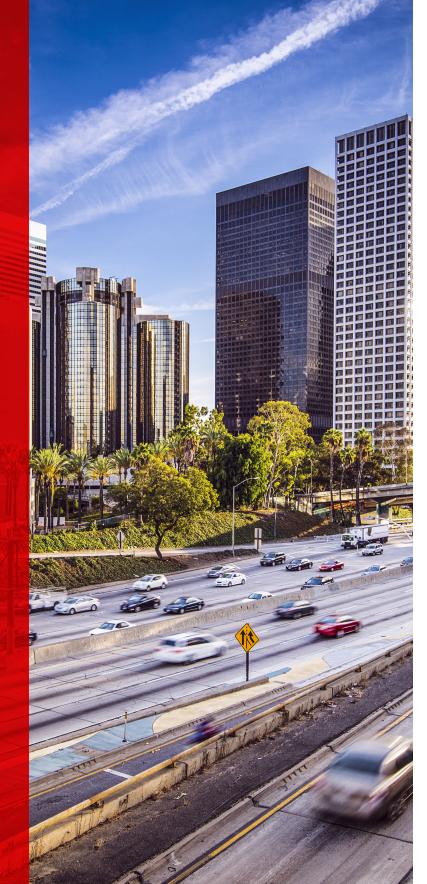


Lexis Practice Advisor®

Connect to practical guidance by expert attorney authors who help you achieve success at each stage of your legal workflow.

Resources covering each stage of your work include:

- Practice Notes
- Annotated Forms (including checklists and clauses)
- Efficient Drafting Tools
- Statutes and Legislation
- Articles
- Secondary Materials
- Cases



Start your Lexis Practice Advisor[®] service today







Gain Insights About Your Practice Area from Practical Guidance Written by Expert Attorney Authors

Our network of 500+ expert attorney authors contributes **practice notes, checklists and annotated forms** based upon real-world experience and practice area expertise.

Represented firms include:

Arnold & Porter LLP Best Best & Krieger LLP Coblentz Patch Duffy & Bass Fox, Shjeflo, Hartley & Babu LLP Friedemann Goldberg LLP Gibson, Dunn & Crutcher LLP Gordon Rees Scully Mansukhani, LLP Jones Day Law Office of Julia Scott, APC Law Office of Nicole A. Davidson LeClairRyan Manning & Kass, Ellrod, Ramirez, Trester LLP Paul Hastings LLP Peter J. Dekom, a Law Corporation Sheppard, Mullin, Richter & Hampton LLP Squire Patton Boggs

To learn more about our attorney authors, visit the Lexis Practice Advisor Author Resource Center at: **lexisnexis.com/practice-advisor-authors**

GIBSON DUNN

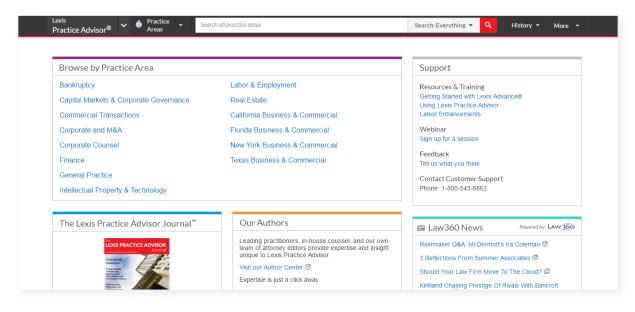
MANNING & KASS ELLROD, RAMIREZ, TRESTER LLP

SheppardMullin

GORDON&REES

Start On Point

AT THE HOME PAGE



Choose Your Topic

IMMEDIATELY LINK TO INFORMATION RELEVANT TO YOUR MATTER

Topics covered by California Business & Commercial include:

- Bankruptcy
- Bitcoin
- Bribery and Corruption
- Business Financing
- Business Torts
- California Estate Planning
- California Real Estate
- California Settlement Agreements, Exculpatory Agreements and Releases
- Confidentiality
- Corporate Housekeeping
- Entertainment Law
- Entity Formation for the California Attorney
- Franchising
- General Commercial and Contract Boilerplate
- General Partnerships

- Insurance
- Intellectual Property
- International Considerations
- Internet and Social Media
- Joint Ventures
- Labor and Employment
- Limited Liability Companies
- Limited Partnerships
- Private M&A for the California Attorney
- Professional Service Limited Liability Companies
- Regulations and Compliance
- Sale of Goods
- Software and Information Technology
- Sole Proprietorships
- Taxes (Business)

Plot Your Course

WITH INFORMATION ORGANIZED TO FIT YOUR WORKFLOW

Lexis Practice Advisor® 🗸 💩 Prac	
Managers, Agents and Atto Home / California Business & Co	
Topics: California Business & Commercial	Snapshot 📃 🗖
✓ Entertainment Law	
Managers, Agents and Attorneys	
Music Law	1. Overview – Managers, Agents and Attorneys
Motion Pictures	
 California Real Estate 	
 California Estate Planning 	Forms (18)
 California Settlement Agreements, Exculpatory Agreements and Releases 	1. Personal Management Agreement Type: Expert Forms
 General Commercial and Contract Boilerplate 	
Business Financing	2. Agreement Between Talent Agent and Artist Letter Style
 Private M&A for the California Attorney 	Type: Expert Forms
 Joint Ventures 	3. Talent Agency Application Application for Talent Agency License (DLSE 351)
Labor & Employment	Type; Lexis Forms
Franchising	
 Confidentiality 	New all results for Forms

GET THE GUIDANCE YOU NEED BY CATEGORY

On each landing page, you'll find the categories of documents available for your topic. Look under each category to find a preview of each document that's available.

Categories of information include:

- Annotated Forms (including checklists and clauses)
- Statutes & Legislation
- Secondary Materials

• Articles

Cases

• Practice Notes

Draft with Confidence

The California Business & Commercial resources include an extensive collection of ready-to-use forms specific to your needs, including:

- Trusted forms created by expert attorney authors who provide drafting notes as well as alternate and optional clauses
- Forms used to initiate a transaction such as Letter of Intent to Purchase All Assets
- Checklists to help guide you and close out a transaction such as *Closing Checklist—Asset Purchase Agreement*

Lexis[®] Market Tracker M&A & Finance Deal Analytics

GAIN POWERFUL DEAL INSIGHTS FROM THOUSANDS OF PRECEDENT TRANSACTIONS

Stronger deals aren't just negotiated. They're also the result of utilizing insights gained from comparing recent deals in the marketplace. The Lexis® Market Tracker deal analytics tool allows you to quickly compare selected deal elements from 4,600+ of the latest real-world M&A and Finance transactions.

Lexis [®] Market Tr					Saved Searches & Alerts	Glossary
Search Transactions						
A Deal Types: M&A Merger -			_	Enter key	words to search full text of transaction	documents
C Find a Filter Enter Filter Name	Go Show Active Filters New Search	0	Remove Selected Rows Keep Selected Rows		1333 Matching Merger Transactions	Save This
B Popular Fields	^		Transaction		Date - 🗙 🖬	
Consideration Type	• Select All		Markit Ltd. / IHS Inc.		03/21/2016	
Terret Industry			WL Ross Holdings Corp. / Nexeo Solutions Hold	ngs, LLC	03/21/2016	
Target Industry	Select All		The Sherwin-Williams Company / The Valspar Co	rporation	03/20/2016	
Acquirer	► Select All		TransCanada Corporation / Columbia Pipeline G	roup, Inc.	03/17/2016	

- Select **Deal Types**: Choose M&A (Merger, Public-Private Merger, Asset, Stock and more) or Finance (Credit or Commitment Letters).
- B Select the deal elements you wish to consider under **Popular Fields**.
- © Refine your search with Filters.
- D Results appear in right pane.

Lexis Market Tracker M&A and Finance Deal Analytics are available with the following Lexis Practice Advisor subscriptions:

- Finance
- Corporate and M&A
- Capital Markets and Corporate Governance

One More Way to Connect to Practical Guidance

THE LEXIS® FOR MICROSOFT OFFICE® DRAFTING & REVIEW TOOLBAR*

The steps you take in your work flow seamlessly together when you use the Lexis[®] for Microsoft Office[®] toolbar integrated with Lexis Practice Advisor. You gain access to on-point practical guidance where you need it most—from the Microsoft[®] Word document or Outlook[®] email you're working on.

In addition, you can find forms or deal information with Lexis Market Tracker from within your document. These are part of a wide range of drafting, review and research tools available from one toolbar that enhances your ability to work with efficiency and confidence.

FILE	HOME INSERT DES	IGN PAGE LAYOUT	DFERE	MAILINGS	A B	W LexisNexis®	DESIGN	LAYOUT		E		
Find	Get Cited Link to Check Cite	kerk Prepare Set Cite	Terms & Accuracy		Practice Form	s Market Cases Brid	BPM efs Pleadings	Search Lexis	🗁 Open Folde 👔 Upload File		Client	
All -		uotes TOA Format -		*	Advisor * *		nd Motions	Advance®		impore	ID	
Analysis	Shepard's®	ools	Proofreadin	ng Tools	Pr	ecedents & Guidance		Search & Display	Work Folder	PDF	Settings & Help	^
EXHIBIT 10 - Material Contracts				LexisNexis Section Advisor® performance-based compensation X Q								
- No	ovember 22, 2014											
-					Practice A	Advisor: p 🗵						~
-	EXHIBIT 10.1 EXECUTIVE	MANAGEMENT			Practice A Source:	Advisor: p 🗵 Lexis Practice Advis	or®					*
-	BONUS PLAN STARBUCKS	COFFEE COMPAN		<i>.</i>	Source: Forms	Lexis Practice Advis		Secondary Material	s Cases Ad	ministrative (Codes & Regulations	•
		COFFEE COMPAN The material terms tive Management B	of the Objective Pe onus Plan will be s	ubmitted to the	Source:	Lexis Practice Advis	Articles	· · ·		ministrative (Codes & Regulations	• •
	BONUS PLAN STARBUCKS	COFFEE COMPANY	of the Objective Pe onus Plan will be s "Starbucks" or the ral of the Plan is ree	ubmitted to the "Company") or quired in order	Source:	Lexis Practice Advis Practice Notes s for: performan	Articles	compensation (88) Actions 🔻	ministrative (Relevance		•

- (A) To find on-point guidance and resources from Lexis Practice Advisor, highlight a term of interest in your Word document (or email) and click the **Practice Advisor** icon.
- B To access relevant annotated forms, highlight a term of interest and click the Forms icon.
- C To find and correct common mistakes, such as unpaired quotation marks or parentheses, click the **Accuracy** icon.
- To validate defined terms and check references to documents and legislation, click the Terms & Phrases icon.
- (E) To convert PDFs to Word documents in seconds, click the **Import** icon.
- **(F)** Review **Results for: performance-based compensation** in the right pane.

*Lexis for Microsoft Office is available through a separate subscription.

Deliver Superior Results

CLOSE DEALS WITH CONFIDENCE

When you're an attorney, how do you stand out from the crowd? By confidently and consistently delivering quality work and trusted advice to your clients.

Lexis Practice Advisor California Business & Commercial can help you:



STAY INFORMED

Practical guidance from our expert attorney authors can help you quickly understand and advise clients about areas of law that are new to your practice.

ANTICIPATE ISSUES

Stay current on the latest legal trends with articles covering emerging issues analysis and news from the Law360[®] service.



LIMIT CLIENTS' RISK

Gain deeper insights into potential areas of risk with tools like Practice Notes and Annotated Forms.

INCREASE EFFICIENCY

Every aspect of Lexis Practice Advisor is designed to increase your efficiency, with tools like Checklists and Fillable Forms to give your workflow a boost.

The online Resource Center is always available to answer your questions.



Additional Benefits of a Lexis Practice Advisor Subscription

- Stay on top of the latest tools, trends and practice area information with: Practice Insights eNewsletter, Trending Topics eNewsletter and New Resources eNewsletter.
- "Ask Our Authors" feature helps you get answers to questions about guidance found in our practice notes, checklists, articles and more.⁺
- The Resource Center supports you with how-to videos, guides and other support materials.
- Lexis Practice Advisor Support & Training helps you get the most out of your subscription. Customized Consulting Sessions with our Solutions Consultants are available, as well as Customer Support at 800.543.6862.

Now Available with Your Online Subscription— The Lexis Practice Advisor Journal™

Lexis Practice Advisor subscribers can stay on the cutting edge of legal trends and newsworthy events with this quarterly publication. It provides forward-thinking articles and practice insights written by attorney practitioners to keep our subscribers informed and prepared. Monitor ongoing developments in the practice of law with <u>The Lexis Practice Advisor Journal</u>[™].



⁺ "Ask Our Authors" feedback and responses (collectively the "Feedback") are not intended to and do not constitute legal advice, and no attorney-client relationship is formed. The accuracy, completeness, adequacy or currency of the Feedback is not warranted or guaranteed. This feature is limited to Lexis Practice Advisor subscribers only.

Lexis Practice Advisor California Business & Commercial www.lexisnexis.com/practice-advisor 800.628.3612

LexisNexis, Lexis, Lexis Practice Advisor and the Knowledge Burst logo are registered trademarks and Lexis Practice Advisor Journal is a trademark of Reed Elsevier Properties Inc., used under license. Law360 is a registered trademark of Portfolio Media, Inc. Microsoft, Microsoft Office and Outlook are registered trademarks of Microsoft Corporation. Other products or services may be trademarks or registered trademarks of their respective companies. © 2016 LexisNexis. PA00196-0 0916

