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- Intellectual Property & Technology
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- Pennsylvania

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MORE AM LAW 100 FIRMS CONTRIBUTING

*As compared to Practical Law[®]. Comparison data valid based on information available as of December 2017.

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Or Access Lexis Practice Advisor® from Lexis Advance®



If you subscribe to both Lexis Advance[®] and Lexis Practice Advisor services, access is now available from the Lexis Advance service. Just click on **Lexis Practice Advisor**[®] in the **Lexis Advance**[®] **Research** pull-down menu available in the black bar at top left.

Lexis Practice Advisor Home Page on Lexis Advance

Areas Search Les.		
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xis Practice Advisor*		
Practice Area Content Type Jurisdiction		
Bankruptcy Capital Markets & Corporate Governance	Intellectual Property & Technology	
Commercial Transactions	Labor & Employment Real Estate	
Porporate and M&A	California Business & Commercial	
vorate Counsel	Florida Business & Commercial	
Tractice	New York Business & Commercial	
	Texas Business & Commercial	
Our Authors	The Lexis Practice Advisor Journal™	
Expertise is just a click away with "Ask Our Authors".	Register to receive a printed copy	
Get answers to your questions Visit our Author Center	kan kan Kan kan Kan kan Kan kan	

When you access Lexis Practice Advisor from Lexis Advance, you will see a home page similar to this. You control how you find information by choosing from three navigation options to begin your search for information.

- Practice Area
- Content Type
- Jurisdiction

Settings

Lexis Practice Advisor [®]	
Settings	
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's</i> ®, 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 menu at top right.

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

Navigate by Practice Area

Exist Practice Advisor® Practice Are Content Type Langung Cadd Marked & Corporate Governance Corporate Marked Corporate Marked Corporate Marked Corporate Coursel Corporate Coursel Cadd Practice Advisor Corporate Coursel	Lexis Practice Advisor & Control Areas	Search: Everything 👻 🤱 History 🔹 More 🔹
Barkuptoy Intelectual Property & Tochnology Capital Markets & Corporate Governance Labor & Employment Commercial Transactions Pead Estate Corporate and M&A Caldonia Business & Commercial Corporate Counsel Roids Business & Commercial Corporate Counsel New York Business & Commercial Brance Texa Business & Commercial Finance Texa Business & Commercial Pour Authors Texa Business & Commercial Expension Support File Lexis Practice Addvisor Journal TM Corporate to your questions Figure to receive a printed copy Visit our Author Center Support Counsel Visit our Author Center Support Center	Lexis Practice Advisor [®] Practice Area Content Type Jurisdiction	
Ceptal Markets & Corporate Governance Labor & Employment Commercial Transactions Real Estate Corporate and M&A Coltornia Business & Commercial Corporate Counsel Findia Business & Commercial General Practice New York Business & Commercial Finance Texas Business & Commercial Corporate Counsel Real State	Bankruptcy	Intellectual Property & Technology
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Corporate and M&A Catlomia Business & Commercial Corporate Counsel Finda Business & Commercial General Practice New York Business & Commercial Finance Taxas Business & Commercial Cour Authors Corporate is just a click away with "Ask Our Authors". Set answers to your questions Visit our Author Center Catanswers to your questions Visit our Author Center Catanswers to your questions Visit our Author Center Catanswers to your questions Visit our Author Center Catanswers to your questions Visit our Author Center Catanswers to your questions Visit our Author Center Catanswers to your questions Visit our Author Center Catanswers to your questions Visit our Author Center Catanswers to your questions Visit our Author Center Catanswers to your questions Visit our Author Center Visit our Author Center Catanswers to your questions Visit our Author Center Catanswers to your questions Visit our Author Center Catanswers to your questions	Commercial Transactions	Real Estate
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Finance Texas Business & Commercial Our Authors The Lexis Practice Advisor Journal TM Our Authors Depretise is just a click away with *Ask Our Authors*. Get answers to your questions Visitour Author Center Texas Business & Commercial The Lexis Practice Advisor Journal TM Separation 10 Texas Business & Commercial Separation 20 Texas Business & Commercial Texas Business & Commercial	General Practice	New York Business & Commercial
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	Our Authors Experise is just a click away with "Ask Our Authors". Get answers to your questions Visit our Author Center	The Lexis Practice Advisor Journal TM

Now Lexis Practice Advisor opens new doors to give you more control over how you navigate practice area information. Choose A **Practice Area** to select the practice area you wish to explore.

Practice Advisor® Areas Corporate and M&A Corporate and M&A	000 M9700		Search: Everything
122	B	~	
Structuring and Planning a Deal	Content Type Jurisdi	iction (C)	
Preliminary Agreements	Descrice Mores	Antister	
Due Diligence	Forms	Secondary Materials	
Acquisition Agreements	Clauses	Cases	
Specialist Issues in M&A	Checklists	Administrative Codes	& Regulations
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Hostile Takeovers & Shareholder Activism	View an history		Thu, 05 Jul 2017 14:
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MSA Auctions			
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General Partnerships			Visit our Author Cer
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Clauses Checklists	0 2		1.	Accounting Considerations in an M&A Deal b
Articles	118			CONTRALL PLACING NOTES
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Cases	55	-		rieden n.9 company poer o or commission rec
Administrative Codes & Regulations	1			Content: Forms Form Type: Expert Forms
Administrative Materials	0		3.	Acquiror Board Resolutions: Reverse Triangu
Statutes & Legislation	168			
Glossary	0			Content: Forms Form Type: Expert Forms
Narrow By			4.	Acquiror Shareholder Resolutions: Reverse T
▼ Task				Content: Forms Form Type: Expert Forms
Fundamentals of Structuring and Planning	15			A
Director, Shareholder and Third- Party Approvals	15	Ц	5.	Acquisition of All Outstanding Stock of Privat
Tax, Accounting and Financing Considerations	4			Content, Form Type: Expert Forms
Regulatory Considerations	17		6.	Acquisition of All Outstanding Stock of Public
M&A Financial Advisors	7			

After selecting your practice area (in this case, Corporate and M&A), you have more options to narrow your search for information by A Tasks, B Content Type or C Jurisdiction. Next, the browse content results screen offers browseable post-search filters under A **Narrow By**. You see updated results as you select filters.

Navigate by the Tasks Menu

Home / Corporate and M&A Corporate and M&A Actions *			Authors
Tasks • Structuring and Planning a Deal • Preliminary Agreements • Due Diligence Due Diligence in M&A Deals • Acquisition Agreements • Specialist Issues in M&A	Content Type Jurisdi Practice Notes Forms Clauses Checklists	iction Articles Secondary Materials Cases Administrative Codes & Regulatio	Administrative Materials Statutes & Legislation Glossary ns
 Ancillary Agreements Signing and Closing Joint Ventures Structuring and Planning Joint Ventures Preliminary Agreements in Joint Ventures Due Diligence in Joint Ventures Joint Venture Agreement Conveying Assets to the Joint Venture Operating the Joint Venture Minority Securityholder Rights Tender Offers 	Recently Browsed Docume Dual-Class Common Stock Structure Chart: Acquisition Agreement Financi Tender Offers Under Amendments to Activist Shareholder Letter Conducting FCPA Due Diligence in M	Infs Law Ing Concer the Delawar lergers & Acquisitions Wed, Wed, EXCI Tue, Cono Tue, Skad Tue,	360 News Private Equilty nature For Wise Juries: Interim Arguments 12 Jul 2017 10:02:055 uotured Data is Just The Tip Of The Iceberg 12 Jul 2017 10:16:35 USIVE: Justice Breyer On The Limits Of Presidential Power 11 Jul 2017 22:01:11 ract Dispute, Personal Feuds Roll in Oxbow Sale Trial 11 Jul 2017 20:28:44 den Nabs Ex-Wilson Sonsini CFIUS, Cybersecurity Expert 11 Jul 2017 19:46:28
 Hostile Takeovers & Shareholder Activism Divestitures of Divisions and Subsidiaries Going Private Transactions Section 363 Asset Sales PIPE Offerings Michael Activity 		Our	Authors

A navigation option available for each practice area is the **A Tasks** menu. It appears on the left side of your screen after you select your practice area. Select a task to see subtasks below.

Focus Results with Post-Search Filters

ractice Advisor® 🎽 🦉 A	reas	Search: Everything Contraction Authors History Mon
ome / Forms / Results		
esults Actions -		
Forms	379	Forms (379)
Narrow By		
Task Commencing a Bankruptcy Proceeding B Case Administration and the Estate	63 19	1. Acceptance and Release Agreement C LexisNexis(R) Forms FORM 216-37-3 Form Type: Lexis Forms
Committees Financing the Debtor's Estate Asset Purchase Agreements Source	19 58 8	2. Acceptance of Offer LexisNexis(R) Forms FORM 216-37-5 Form Type: Lexis Forms
 Jurisdiction Delaware International New York Non-jurisdictional 	4 1 6 29	3. Accounting and Payment to Trustee Clause LexisNexis(R) Forms FORM 216-37-29 Form Type: Lexis Forms
North Carolina More Select multiple	1	4. Accounts of Temporary Receiver (NY) LexisNexis(R) Forms FORM 216-36-33 Form Tune: Levis Forms
 Form Type Expert Forms Lexis Forms 	136 224	□ 5. Addendum to Proof of Claim (US Bankruptcy Court Official Form B410)
Official Forms Sample Briefs, Pleadings & Motions	14 5	Jurisdiction: U.S. Federal Form Type: Official Forms

You can continue to focus your navigation after you receive results. Look for **(A) Narrow By** to the left of your results for a selection of **(B) post-search filters**. As you select post-search filters, updates to your **(C) Results** will immediately appear.

Navigate by Content Type

	~			
Practice Area	(A) Content Type	Jurisdiction		
Practice Notes			Articles B	Administrative Mate
Forms			Secondary Materials	Statutes & Legislatio
Clauses			Cases	Glossary
Checklists			Administrative Codes & Regulations	

At the Lexis Practice Advisor home page, you can start to navigate for information by (A) **Content Type**. The list of content you may select now includes (B) **Articles**.

Lexis Practice Advisor [®]	corporations overview
Home / Forms Forms Actions -	
Practice Area Bankruptcy Capital Markets & Corporate Governance Commercial Transactions Corporate and M&A Corporate Counsel Finance General Practice	
B Jurisdiction U.S. Federal Non-jurisdictional Alabama Alaska Arizona Arkansas California Colorado Connecticut Delavare	Kentucky Louisiana Maine Maryland Massachusetts Michigan Minnesota Mississippi Missouri Monana



After selecting the Content Type you wish to navigate, a screen will appear that offers you the options to also filter by **A Practice Area** and **B Jurisdiction**.

As you browse A **Results**, you can continue to select post-search filters under B **Narrow By** on the left side of your screen. Updated results continuously appear as you select filters.

Navigate by Jurisdiction

is Practice Advisor [®]	actice Advisor	Search: Everything 👻 🔍 History 👻 More 👻
ne uis Dusstiss Advissu®		
Practice Area Content Type Jur	isdiction A	
U.S. Federal	Kentucky	Ohio
Non-jurisdictional	Louisiana	Oklahoma
Alabama	Maine	Oregon
Alaska	Maryland	Pennsylvania
Arizona	Massachusetts	Rhode Island
Arkansas	Michigan	South Carolina
California	Minnesota	South Dakota
Colorado	Mississippi	Tennessee
Connecticut	Missouri	Texas
Delaware	Montana	Utah
Florida	Nebraska	Vermont
Georgia	Nevada	Virginia
Hawaii	New Hampshire	Washington
Idaho	New Jersey	West Virginia
Illinois	New Mexico	Wisconsin
Indiana	New York	Wyoming

Lexis Practice Advisor now offers the option to navigate by (A) **Jurisdiction** from the beginning of your search for information. Select the Jurisdiction tab to see the list of Jurisdictions from which you can choose.

Lexis Practice Advisor ⁽	» 🗸 🙆	Practice Areas	•	corporations overview			
Home / Pennsylvani Pennsylvania	a Actions	•					
A Practice	Area						
Capital Mar	kets & Corp	orate Gove	rnance				
Commercia	Transaction	ıs					
Corporate a	nd M&A						
Corporate 0	Corporate Counsel						
Finance	Finance						
General Pra	ctice						
Intellectual	Property &	Technology					
B Content	Туре						
Practice No	tes						
Forms							
Clauses							
Checklists							



After selecting the Jurisdiction you wish to search, you will see a screen that offers you the option to narrow your navigation further by selecting **A Practice Area** and/ or **B Content Type**. As you browse A **Results**, you can select additional **B post-search filters** under C **Narrow By**. As you select post-search filters, your results will immediately update.

Using Forms

Lexis Practice Advisor [®]	Areas regulation s debt offerings*	Search: Everything 🔻	Ask Our @ History ▼ More ▼
Document: Purchase Home / Finance / Debt	Agreement (Rule 144A and/or Regulation S Debt Offering) Actions - Securities Offerings / Rule 144A/Regulation S Debt Offerings		** **
	🖲 😨 🖻 🔯 Go to 👻 🔍 Search Document		
©D	Purchase Agreement (Rule 144A and/or Regulation S Debt Offering)		About This Document
	Form Summary		Drafting Notes Updated on: 01/10/2017
	KYZ, INC, \$ (a [Delaware], corporation) * <td< td=""><td></td><td></td></td<>		
	2 — d^{μ} (the "Securities"). The Securities are to be issued pursuant to an indenture, dated as of 20_ d^{μ} (the "Indenture"), between the Company and d^{μ} , as trustee (the "Trustee"). The Securities will be offered by the Initial Purchasers at the purchase price set forth in Schedule B hereto.		

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, add words to the field provided and select Apply.
- B Under About This Document, you can click Quick Download 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.
- C 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 author's 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) 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.

- 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.
- E Link to specific topics within a document from subtopic links below the document description.
- © Quickly move to other relevant Practice Notes listed under **Jump to**.



Check out these helpful features in your open Practice Note.

- Click 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 practice note's attorney authors to be confident in the practice note's 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



- View statutes and legislation that have been handpicked by experienced authors as the most relevant, up-to-date content.
- Click the icon to view the document in reading mode which expands to full view with no footer or header.
- O 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

ractice Advisor® 🖌 🙆 Practic Areas	e 🔹	debtor creditor law Ack Our go Actions *	History • More •
Forms & Guidance	92	Statutes & Legislation (611)	
Practice Notes	4		
Forms	85	Sortby:	Relevance -
Clauses	2		
Checklists	2	1. NY CLS Dr & Cr § 278	
Articles	5	Debtor And Creditor Law , § 278. Rights of creditors whose claims have matured	Jurisdiction
Secondary Materials	90	an amended complaint. Moreover such defect was overcome by Debtor & Creditor Law § 279 . Doukas v George, 12 Misc	New York
Cases	147	as a means for collateral attack on	
Administrative Codes & Regulations	14	county social services department may use me provisions on the Deborar and creation Law , which provide that where a conveyance is induduent as to a creation, the creation may, as against any person except a purchaser for fair	
Administrative Materials	0	from such a purchase, have the conveyance set aside (Debtor and Creditor Law, § 278 U.S. App. LEXIS 2778 (2d Cir. N.Y. 1943) . Debtor and Creditor Law § 278 protects only good faith purchasers. In	
Statutes & Legislation	611	II View Table of Contents	
Glossary	0		
larrow By		2 NY CLS Dr & Cr § 279 Deblor And Creditor Law § 279, Biblis of creditors whose claims have not matured	
 Search Within Results 		Forms 32:101 et seg. (actions and proceedings relating to Debtor and Creditor Law). 37 Am Jur 2d. Fraudulent Convevances % 146 et seg	New York
Category		section 104 of the Social Services Law, since the commissioner is a creditor within the meaning of section 270 of the Debtor and Creditor Law, and a homestead owned by a medical assistance recipient	
Jurisdiction		section 369 (subd 1, par [b]) of the Social Services Law will be included in the recipient's estate and may be county social services department may use the provisions of the Debtor and Creditor Law, which provide that where a conveyance is fraudulent as to a	
 Source 		creditor. the creditor may, as against any person except a purchaser for fair from such a purchase, have the conveyance set aside (Debtor and Creditor Law , § 278 , subd 1, par a; § 279, subd	
 Bankruptcy Topics 		motion to dismiss cause of action asserting his liability under Debtor and Creditor Law for fraudulent conveyance made by client, where some of client's	
General Practice Topics		III View Table of Contents	
Corporate Counsel Topics		■ 3 NY CI SDr & Cr § 276	
 California Business & Commercial To 	pics	Dabler and Coditor Law 8 076 Conveyance made with intent to defauld	

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



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 Notes. Click and add up to 1,000 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.
- Corganize 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 within 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

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Jul 27. 2017	4			-None-		
Jul 25, 2017	15			Date & time		
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Legal Search	15	Rule 144		Save to Folder		
Lexis Practice Advisor® Expert	7			-None-		
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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 **Search Within 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.
- © **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-alphabetical 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[®] for Microsoft[®] Office Toolbar with Lexis Practice Advisor



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.

A wide range of drafting, review and research tools are available from one toolbar that enhances your ability to work with efficiency and confidence.

- (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 see a "legal health check" of your entire document including a risk assessment covering critical error categories such as definition issues, numbering issues and editing mistakes, click the **Summary** icon.
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