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START START START START

Find expert guidance for negotiating and closing deals with Lexis Practice Advisor[®] Corporate and M&A.

Resources covering each stage of your work include:

- Practice Notes
- Annotated Forms (including checklists and clauses)
- Statutes & Legislation
- Articles
- Secondary Materials
- Cases
- Lexis[®] Market Tracker (available through the Corporate and M&A offering)



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Start On Point

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Private Asset Acquisitions Structuring and Planning Private Asset Deals	M&A Provisions Arbitration			e and M&A ms for all practice areas	
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Choose Your Topic

IMMEDIATELY LINK TO INFORMATION RELEVANT TO YOUR MATTER

Topics covered by Lexis Practice Advisor Corporate and M&A include:

- Private Asset Acquisitions
- Private Stock Acquisitions
- Private Mergers
- Public Company Mergers & Acquisitions
- Joint Ventures
- Private Equity M&A: Leveraged Buyouts
- Minority Security-holder Rights
- Tender Offers
- Hostile Takeovers & Shareholder Activism
- Divestitures of Divisions and Subsidiaries
- IP in Mergers & Acquisitions and Joint Ventures
- Environmental in M&A
- Tax Implications of M&A Transactions
- Section 363 Asset Sales
- Going Private Transactions
- PIPE Offerings
- M&A by Industry

- M&A Provisions
- Antitrust in M&A
- M&A Auctions
- Employment and Executive Compensation Issues in M&A
- Real Estate Investment Trusts
- Acquisition Finance
- International Considerations
- International Consideration-Joint Ventures
- Business Issues in M&A
- Business Corporations
- Limited Liability Companies
- General Partnerships
- Limited Liability Partnerships
- Corporate Housekeeping
- Recent Developments

Plot Your Course

WITH INFORMATION ORGANIZED TO FIT YOUR WORKFLOW

Topics: Corporate and M&A	Snapshot
 Private Asset Acquisitions 	
Structuring and Planning Private Asset Deals Preliminary Agreements in Private M&A Deals Due Diligence Asset Purchase Agreement Ancillary Agreements in Asset Deals Signing and Closing Private M&A Deals > Private Stock Acquisitions > Private Mergers > Public Company Mergers & Acquisitions	1. Overview — Asset Purchase Agreements by Lexis Practice Advisor Attorney Team Reviewed on: 02/26/2016 An asset purchase agreement is the operative agreement governing an asset purchase transaction. The agreement includes a description of the assets being add and any liabilities being assumed: the mechanics of transferring the assets, the purchase price; and the parties' pre- and post-closing obligations. Exhibits to an asset purchase agreement frequently include the bill of sale for the assets, assignment and assumption agreements, and other ancillary documents that might be necessary to consummate the transaction. Applicable state law should be reviewed to ensure that the asset purchase transaction complies with all legal requirements. For instance, under Delaware law, a sale of all or substantially all of a corporation's assets requires stockholder approval. See 8 Del. C. § 271(a). Bulk sales law also may poly, although most tates have either limited the application of these laws to certain types of asset transfers or repealed them altogether. For more
 Joint Ventures 	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

Find an extensive collection of ready-to-use forms specific to your needs.

The Corporate and M&A forms collection includes:

- Annotated forms created by expert attorney authors, with drafting notes and alternate and optional clauses
- Checklists and timelines to guide you through the deal process
- Easy access to official forms from government agencies

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.

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	Acquirer		Select All		TransCanada Corporation / Columbia P	ipeline Gro	up, Inc.	03/17/2016	

- Select Deal Type: 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

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- Finance
- Corporate and M&A
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In addition, you can find forms or deal information with Lexis Market Tracker. 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.

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- (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.
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