

# Lexis Practice Advisor®:

## Bringing transactional legal skills into the classroom



### What is Lexis Practice Advisor®?

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Lexis Practice Advisor enriches your transactional course curriculum providing students with a one-stop practical guidance tool that includes the latest practice notes, checklists, forms, relevant cases, codes and authoritative commentary on legal transactions written by leading practitioners. Our expert team has significant experience in the world's leading law firms and companies. They create and maintain thousands of up-to-date how-to resources across major practice areas including:

- Banking & Finance
- Business & Commercial
- California Business & Commercial
- Corporate Counsel
- Financial Restructuring & Bankruptcy
- Intellectual Property & Technology
- Mergers & Acquisitions
- Real Estate
- Securities & Capital Markets

### Why should I use Lexis Practice Advisor®?

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Provide students a real and comprehensive view of specific transactional practice areas with related workflows and resources developed by leading practitioners.

- **Understanding a transactional legal matter:** step-by-step practical guidance in understanding a transactional legal matter will teach students how to carry out a transaction from beginning to end.
- **Students learn to draft** from thousands of model forms and agreements written, vetted and updated by legal experts. Downloadable, editable and authoritative.
- **For class preparation or assignments,** practice tips, drafting notes and checklists written by leading practitioners will help students better understand a specific type of transaction and related issues.
- **Students get up to speed quickly,** reviewing relevant legal analysis, cases and codes already compiled on the topic or provision.

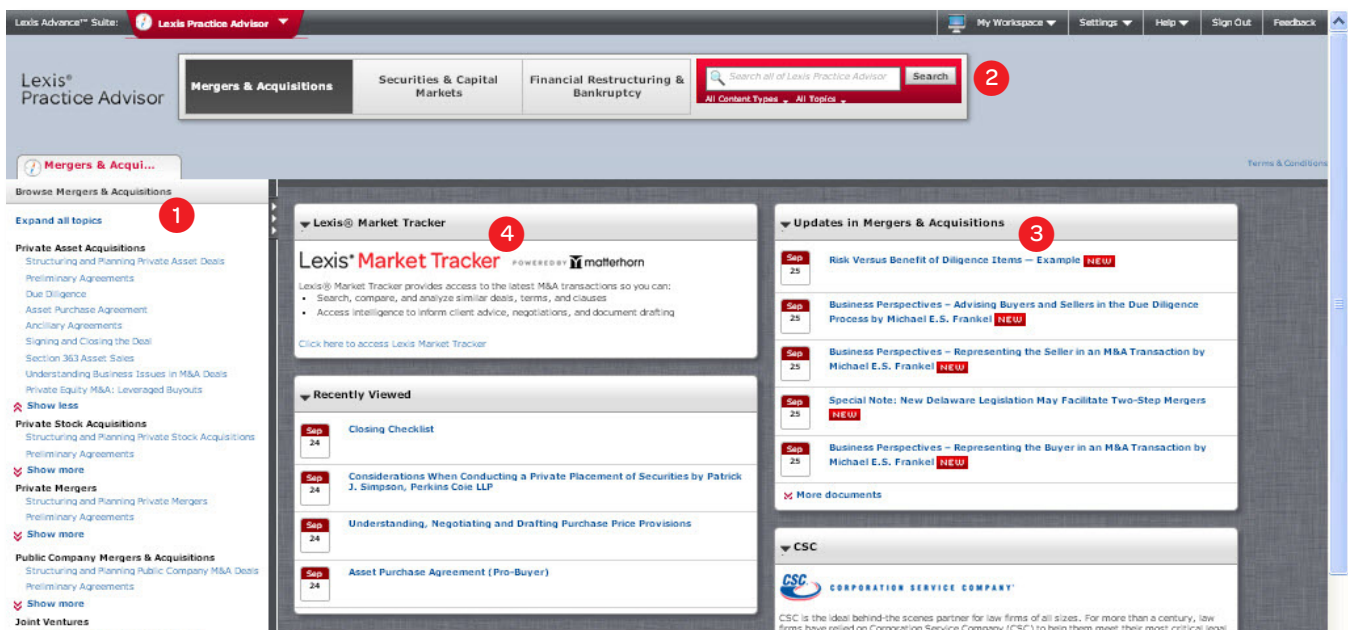
## How do I access Lexis Practice Advisor?

- Go to [www.lexisadvance.com](http://www.lexisadvance.com).
- Enter your Lexis Advance® ID & password.
- Click the **Research** tab (top left) and select Lexis Practice Advisor® from the pull-down menu.



## Quickly access relevant materials using the Table of Contents.

The landing page for each practice area offers tools for easy navigation to a specific type of transaction as well as insights into industry trends.



**1. Expandable Table of Contents:**  
Browse and choose the relevant topic and sub-topic. The information displays automatically.

**2. Precision Searching:**  
Students get comprehensive results fast with pre- and post-filters that refine their search based on relevant criteria.

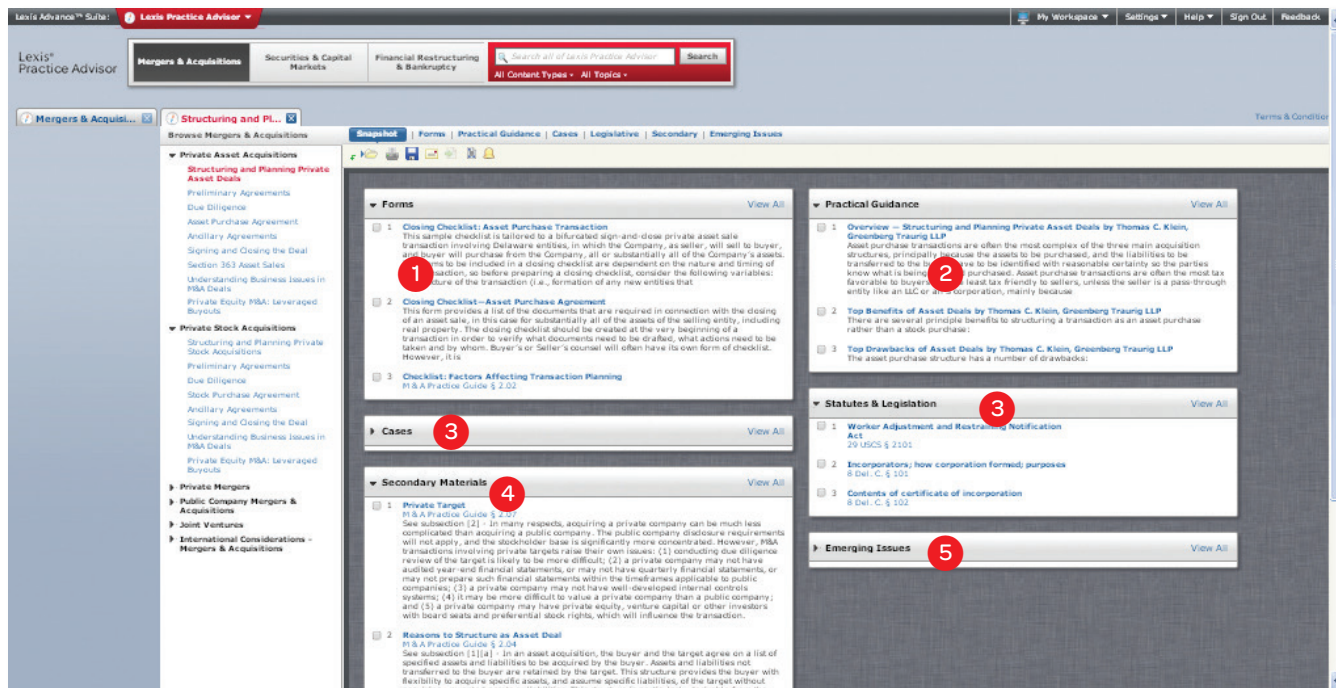
**3. Updates:**  
Students keep up to date on important developments with quick access to recently added documents.

**4. Lexis® Market Tracker\*:**  
Teach students how to extract insights from over 1,500 recent deal and credit transactions. Compare and analyze deal terms, provisions and clauses.

\*Lexis Market Tracker only available within certain practice area offerings.

## Exclusive practical guidance written by leading practitioners.

Lexis Practice Advisor provides all new practical guidance, forms with annotations, secondary sources, key cases/codes, and emerging issues for each practice area currently available.



### 1. Forms:

Students can access thousands of model forms and agreements with annotations and alternative clauses, as well as primary and ancillary documents.

### 2. Practical Guidance:

Students will benefit from practice tips, checklists and valuable insights written by leading practitioners.

### 3. Cases/Codes:

Students will save time reviewing “on point” cases and codes, on the selected topic.

### 4. Secondary Materials:

Rich legal analysis from leading publishers such as Matthew Bender®.

### 5. Emerging Issues:

Stay on top of trends with access to articles, white papers and other resources.

## Forms and model documents include everything from the initial checklists to closing documents.

Get a head start on assignments with checklists, drafting notes and alternative clauses. Our vast collection of model documents provides a strong foundation to customize to your specific class assignment.

The screenshot displays the Lexis Practice Advisor interface for the 'Asset Purchase Agreement (Pro-Buyer)' form. The form is titled 'Asset Purchase Agreement (Pro-Buyer)' and includes a 'Tools' menu and an 'About this Document' link. The form content includes a 'Jump to...' button, a 'Drafting Notes' pop-up window, and a 'Form Summary' section. The main body of the form contains the following text:

**Asset Purchase Agreement (Pro-Buyer)**

Updated on: 09/23/2013

Form and Drafting Notes Provided for Use in Lexis Practice Advisor by: Lexis Practice Advisor Attorney Team

Asset Purchase Agreement (Pro-Buyer)

by and between

[SELLER'S NAME] and

[BUYER'S NAME]

dated as of

[DATE]

**ASSET PURCHASE AGREEMENT**

This ASSET PURCHASE AGREEMENT (this "Agreement") is made and entered into as of [DATE], by and between [SELLER'S NAME] ("Seller") and [BUYER'S NAME] ("Buyer").

**RECITALS**

Whereas, Seller is engaged in the business of [BUSINESS] (the "Business");

Whereas, Buyer desires to purchase from Seller, and Seller desires to sell to Buyer, substantially all of the properties, business, and assets of Seller used and/or useful in the operation of the Business, constituting substantially all of Seller's assets, and Buyer desires to assume from Seller, and Seller desires to assign to Buyer, certain liabilities and obligations of Seller with respect to the operation of the Business, in each case for consideration and in accordance with the terms and conditions of this Agreement; and

Whereas, Buyer and Seller desire to enter into this Agreement for the purpose of setting forth their mutual understandings and agreements with respect to the foregoing; and

WHEREAS, capitalized terms used but not defined in the context of the Section in which such terms first appear shall have the meanings set forth in Section 7.10

**Drafting Notes**

**Drafting Note to Preamble and Recitals**

The first clause of the Agreement identifies and defines the parties to the Agreement. The "Whereas clauses" that follow the Preamble are more formally referred to as the Recitals, and they typically provide details regarding the general intentions of the transaction parties. Although typically not considered a binding part of an agreement, the Recitals can be important when interpreting the intent of the parties.

### Expertly Drafted Enhancements:

Save time with easy access to drafting notes, form summaries and guidance from leading attorneys.

### Download Directly to Microsoft® Word:

Download clean forms, then view and edit them right within the product. You can also email and print.

## Customer Support:

**Contact your LexisNexis® Account Executive:** Get in-person help and training for faculty and/or students from your school's Account Executive.

**Call our 24/7 Support Line:** 800.543.6862