

## Take the Extra Steps Out of Drafting M&A Documents

LIVEDGAR's Precedent Authority is the premier resource for researching and drafting the agreements, contracts and documents commonly associated with M&A transactions.

**SITUATION:** You have been asked to draft a merger agreement where the agreement is governed by Texas law. You also have been asked to pay particular attention to the "No Solicitation" clause in the agreement, making sure the language addresses all possible contingencies and meets Texas corporate law requirements.

**SOLUTION:** From LIVEDGAR's Precedent Authority you'll easily be able to conduct granular research on all aspects of your project from merger agreements governed by Texas law to the specific language related to "No Solicitation" clauses.

LIVEDGAR's Precedent Authority is the only industry resource that lets you combine full-text search capabilities and fielded data, so you can drill down into the specifics of any key M&A document.

Further, because LIVEDGAR focuses on the specific titles, clauses and language associated with a document it doesn't matter whether the document was filed as an exhibit to Form S-4, 13D or 10-K, LIVEDGAR searches across all form types to return applicable results regardless of where the exhibit is attached. This means you are assured of having access to the most complete collection of precedents in the industry.

**STEP 1**

Enter the following search criteria in the appropriate fields:

- Document Title:** Merger w/5 Agreement
- Clause Title:** No Solicitation
- Governing Law:** Texas

By narrowly defining your search terms you'll be assured of returning results that apply to your situation. In this case it is particularly important for making sure that your agreement meets Texas corporate law requirements. Note that you can leverage search operators in the Document Title, Clause Title, Defined Terms and Governing Law fields. With the phrase *merger w/5 agreement* in

**Precedent Authority**

**M&A Models**

View Results: Hits In Context, Abbreviated Listing, XP Results

Document Free Text: [Search Box]

Search for Documents By:

- Document Title: Merger w/5 Agreement (e.g. Exchange, Merger, Purchase)
- Clause Title: No Solicitation (e.g. Severability, Tax Consequences, Assent)
- Defined Terms: the Fuzzy Search Logic (e.g. Consideration, Exchange Ratio, Fair Market Value)
- Governing Law: Texas

Document Types:

- Acquisition Agreements
- Credit & Financing
- Exercise Agreements
- Merger Agreements
- Private Pkts
- Purchase Agreements
- Reorganizations
- Tender Offers

Financial Search Criteria (Current Market Cap, Revenue, Net Income, S&P 500)

Additional Search Criteria (Company Name, Ticker, CR, State, SIC, Filing Date, Period Date)

**Precedent Authority Search Results**

Search Search | Add Alerts

**Precedent Authority Search Criteria**

Contract Title: Merger w/5 Agreement  
 Clause Title: No Solicitation  
 Governing Law: Texas

Next 30 | Display All | Modify Search | Expand View

Rank	Title	Filing Company	Degree
1	Exhibit 22 (a) (1) AGREEMENT AND PLAN...	SHERIFF PETROLEUM CORP	23
2	AGREEMENT AND PLAN OF REORG...	HALLSBURTON CO	78
3	AGREEMENT AND PLAN OF REORG...	HARJINDER HEALTH CARE INC	44
4	Exhibit 2 (a) AGREEMENT AND PLAN OF H...	WESTINGTON BANCORP INC/MS	9
5	AGREEMENT AND PLAN OF REORG...	DECISSIOHE HOLDINGS CORP	55
6	EXHIBIT 2 (a) AGREEMENT AND PLAN OF H...	CAN HILL FINANCIAL INC	8
7	AGREEMENT AND PLAN OF REORG...	EGGHEAD COB INC	86
8	AGREEMENT AND PLAN OF REORG...	SINTER RETALS INC	51
9	Exhibit (a) ONLY PLC AND SINTER NET...	SINTER RETALS INC	2
10	EXHIBIT D to Reorganization Agreement...	CFA MANAGED CARE INC	110
11	EXHIBIT C to Reorganization Agreement...	CFA MANAGED CARE INC	110
12	EXHIBIT D to Reorganization Agreement...	CFA MANAGED CARE INC	110
13	EXHIBIT C to Reorganization Agreement...	CFA MANAGED CARE INC	110
14	EXHIBIT D to Reorganization Agreement...	CFA MANAGED CARE INC	110

the Document Title field, LIVEDGAR looks for the words “merger” and “agreement” within five words of each other. This ensures that you will capture all versions of a merger agreement such as “agreement of merger” and “agreement and plan of merger.”

## STEP 2

Check the box for Fuzzy Search Logic.

Fuzzy search logic directs LIVEDGAR to find similar documents based on your inputs even if they contain slightly different titles, clauses or definitions.

## STEP 3

In the View Results section select the Abbreviated Listing radio button and click Submit.

Selecting the Abbreviated Listing option directs LIVEDGAR to display a listing of results that includes the title of the document, filing company, date and the number of pages.

## STEP 4

Click on any document of interest under the Title column to look at the full text of the cited item.

The first item in the full text view is the Table of Contents for the document, which includes links to all sections and clauses in the document. You can click on any of the links to go directly to that section of the document or you can scroll below the table of contents to scan the entire document.

## STEP 5

Click on the View All Hits link in the preview box.

This directs LIVEDGAR to display all hits in the document based on the search criteria you entered in the Document Title, Clause Title and Governing Law fields. This allows you to easily focus on the language most pertinent to your project.

## STEP 6

View, print, e-mail or save any document from your results or take advantage of other powerful LIVEDGAR features such as Save Search and Alerts

- **Save Search** – Click on Save Search and LIVEDGAR will prompt you to name your search and then it will automatically save it to the Searches areas of MY LIVEDGAR where it can be re-used at any time.
- **Alerts** – Click on Add as Alert to receive immediate notification via e-mail every time new information related to your search is added to LIVEDGAR.