RESEARCH IN THE REAL WORLD: BUSINESS TRANSACTIONS
APRIL 13, 2013

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Jim Clarke, Partner
Weintraub Tobin
Chediak Coleman Grodin
WHAT DOES A TRANSACTIONAL LAWYER DO?

- How can you best prepare for your job as a summer associate?
- What resources should you be familiar with?
- Where can you go for help?
About the Book

Busy, experienced deal lawyers do not always have the time to teach new deal lawyers the basics. This Guide is a head start on those lessons, speeding the learning of everyone who uses it. New corporate lawyers are assigned a number of tasks for which law school provides no preparation. Some of the tasks covered include:

- How should you organize and execute the closing of a transaction?
- How should you conduct and report a due diligence investigation?
- What are the key documents of a venture capital financing and how do they work?
- What are the main components of an acquisition agreement?
- What are the basics of drafting board minutes and resolutions?
- What tasks should you expect to receive if you are assigned to work on a public securities offering?
Other good resources:

CCH Intelliconnect
And in print KF 1477 L44 2007

Bloomberg Law
And in print KF810 Z9 F67 2008
Transactional Forms Manuals

Jurisdiction specific
California legal forms

Subject specific
Other Practice Centers

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- Corporate Governance Quotient Profiles
- Troubled Company Reporter
- Interactive Analytical Reports
- Global IP Law Service
- Legal Research Center Surveys
- The Consolidated FINRA Rulebook: The Conduct Rules

Emerging Issues

Joint Patent Owners, Although Free to Use Patented Technology Without Regard to the Other, May Vary Their Rights by Contract

Timothy Murray is a partner in the Pittsburgh, Pennsylvania firm of Murray, Hogue & Lanni. He was admitted to the Pennsylvania bar in 1984. He is also admitted to bar of the U.S. District Court, Western District of Pennsylvania, and the U.S. Court...

New Legal Duty of Care for Disaster Preparedness for Businesses

Lee M. Zeichner is the Founder and President of Zeichner Risk Analytics, LLC. Since his service as senior counsel to the President’s Commission on Critical Infrastructure Protection over ten years ago, he has earned recognition as one of the nation’s...
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- Administrative Materials: 1127
- Jury Verdicts and Settlements: 853

Jurisdiction
- Non-jurisdictional: 7406
- U.S. Federal: 700
- Massachusetts: 259
- California: 249
- New York: 210

A&D Watch
A&G Information Services: Comtex
AAA Employment Arbitration Awards
AAA Employment Arbitration Rules and Mediation Procedures
AAA Labor Arbitration Awards
AAACN Viewpoint
AANA Journal
AAP Newsfeed
ABA - Civil RICO A Definitive Guide
ABA Administrative Law Review
ABA Banking Journal
ABA Communications Lawyer

Accident Analysis & Prevention
Accord Fintech
Accountancy Age (UK)
ACCOUNTANCY SA
Accountants’ Handbook
Accounting & Financial Planning
Accounting Emerging Issues
Accounting for Banks
Accounting for Government Contracts

Susan Llano, RRW, April 13, 2013
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2 results for California Legal Forms Transaction Guide

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Forms from California Legal Forms

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WestlawNext
Business Transactions Solution
WestlawNext by topic
Other Commercial Databases

- Bloomberg Law
- CCH IntelliConnect
- Knowledge Mosaic
- Bloomberg BNA
- RIA Checkpoint
Drafting Guides & Overviews

Our team of attorney analysts and editors have worked at many of the top U.S. law firms. They have created easy to read overviews of key drafting concepts, agreements and clauses.

View all of our transactional law resources, including example agreements and legal treatises, on the Transactional Law Resources page.

>>> DRAFTING GUIDES

MERGERS & ACQUISITIONS

- Indemnification Provisions: Allocating Risk in the Sale or Purchase of a Company
- Material Adverse Change Provisions: A Tool for Allocating Risk in the Sale or Purchase of a Company
- Termination Provisions: Seeking Protection between Signing and Closing

- Purchase Price Provisions: Preserving the Benefit of the Bargain
- Earnout Provisions: Bridging the Valuation Gap
- Deal Protection Mechanisms: Defending Against Unwanted Third Party Offers
- Remedies: Righting Wrongs
- Disclosure Schedules: Qualifying the Representations and Warranties

Non-Disclosure and Confidentiality Agreements: Protecting Proprietary Information

SECURITIES LAW

- Risk Factors: Guide to Drafting Effective SEC-Compliant Risk Factors
- Indentures: Covenants

>>> TRANSACTION CHECKLISTS & TIMELINES

EXAMPLE CLOSING CHECKLISTS

- Agented Credit Facility Secured by Personal Property
- Agented Credit Facility Secured by Real Property
- Agented Credit Transaction Closing Checklist (Generally)

- Non-Agented Credit Transaction Closing Checklist (Generally)
- Stock Purchase Transaction Closing Checklist

EXAMPLE DUE DILIGENCE CHECKLISTS

- Debt Securities Offering Due Diligence Checklist
- M&A Transaction Due Diligence Checklist

TRANSACTION CHECKLISTS

- Foreign Corrupt Practices Act Checklist
- Procedures for Registration of a Securities Offering
- Triggering Events for Filing Form 8-K

TRANSACTION TIMELINES
Transactional Resources

>> DRAFTING TOOLS & PRECEDESNTS

Example Agreements & Clauses
The Document Database contains over 150,000 publicly available agreements that have been sorted by experienced attorneys into over 500 categories. The Clause Database allows you to search individual clauses across various types of agreements. Browse through our extensive database of ALI-ABA, PLI and Bloomberg BNA forms, drafted by expert legal practitioners.

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Bloomberg BNA Sample Forms

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Drafting Guides & Overviews
Our team of attorney analysts and editors have worked at many of the top U.S. law firms. They have created easy to read overviews of key drafting concepts, agreements and clauses.

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M&A Clause Descriptions
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>> CHECKLISTS & TIMELINES

Annotated Checklists & Timelines
Useful for both new and experienced practitioners, our checklists and timelines provide outlines of important events and issues for particular types of deals to help ensure that you are considering every essential step of the transaction.

Closing Checklists
Due Diligence Checklists
Transaction Checklists
Transaction Timelines

>> LEGAL TREATISES

Transactional Law & Drafting Treatises
Browse and search our collection of treatises on transactional topics from some of the most highly regarded publishers in the legal market, including Bloomberg BNA, the American Bankruptcy Institute, the American Bar Association and many others.

Bloomberg BNA
American Bar Association
Practising Law Institute

>> SECURITIES LAWS & REGULATIONS

Securities Act of 1933
Securities Exchange Act of 1934
Investment Advisers Act of 1940
Investment Company Act of 1940
Sarbanes-Oxley Act of 2002
Dodd-Frank Act
All State Blue Sky Laws

>> RESEARCH & COMMENTARY

Law Firm Research
Haynes and Boone, LLP, Newsroom, Update: NLRB Suspends Implementation of Notice Posting Rule Pending Legal Challenges
SNR Denton, Alert, Fighting Back: Taxpayers Challenge State Tax Assessments Based on Contingent-Fee Transfer Pricing Audits
Gardere Wynne Sewell LLP, Energy Alert, Recent Texas District Court Ruling on Sales Tax on Oil and Gas Equipment Creates Opportunity, Risks for Industry
Katten Muchin Rosenman LLP, Corporate & Financial Weekly Digest, SEC Issues Additional Guidance on Emerging Growth Companies
CCH Intelliconnect

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CALI (Center for Computer-Assisted Legal Instruction)
Computer-based exercises provided for use in conjunction with law school courses. Tutorials are available in 28 legal subject areas.
Coverage: 1982-present
Password Required

CCH IntelliConnect
CCH IntelliConnect provides access to a number of databases on Antitrust & Trade Regulation, Computer and Internet, Corporate Governance, Intellectual Property, Securities, and other business law topics.
Coverage: Varies with each title.
UCD Law IP Addresses Only

CDL Databases (California Digital Library)
The California Digital Library licenses more than 8,000 journals and 200 databases on behalf of the University of California. These databases provide access to a wide range of interdisciplinary topics.

CEB (Continuing Education of the Bar, California)
Electronic access provided to the most popular CEB practice titles, reporters and Action Guides. Regular updating included, fully searchable, with links to cases, statutes.
Coverage: Current with case links back to 1934.
UCD Law IP Addresses Only

Chronicle of Higher Education
Full-text database includes articles, news, reports, and statistical data on higher education.
Coverage: 1989-present
Password Required

CILP (Current Index to Legal Periodicals)
Provides a weekly index to legal periodicals arranged by broad topics and a list of the tables of contents of indexed periodicals.
Password Required

CQ Electronic Library-Congressional Quarterly
Full-text included of CQ Weekly, CQ Researcher, and CQ Index. Provides research summaries, weekly reports on Congressional activities and political developments. Full-text searching available.
CCH IntelliConnect Databases by Topic:

- Advertising
- Antitrust & Trade Regulation
- Banking
- Bankruptcy
- Commodities and Derivatives
- Computer & Internet
- Consumer Financial Services
- Corporate Governance
- Corporations & Business Organizations
- Energy and Natural Resources
- Exchanges & SRO's
- Federal Securities Regulation
- Franchising and Distribution
- Government Contracts
- Insurance Coverage Litigation
- Intellectual Property
- International Securities & Business
- Investment Management

- Mergers and Acquisitions

  - Mergers & Acquisitions - All Databases
  - Mergers, Acquisitions, and Buyouts
    - Structuring Mergers and Acquisitions: A Guide to Creating Shareholder Value
    - Structuring Venture Capital, Private Equity and Entrepreneurial Transactions
    - Takeover Defense
    - Takeovers: A Strategic Guide to Mergers and Acquisitions

- Practice Tools - All Topics
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- Products Liability & Safety
- Secured Transactions
- Securities - Federal
- Securities - State
- Transportation Law
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Knowledge Mosaic

InterAm Database – National Law Center for Inter-American Free Trade (NL CIF) (→)


Coverage: 1995-present

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JSTOR (→)

Full-text access to back files of 773 scholarly journals in nearly 50 disciplines spanning the arts, humanities, social sciences and the sciences. Current issues are NOT included.

Coverage: Varies with each title.

UCD IP Addresses Only

Knowledge Mosaic (→)


Coverage: Varies with each database

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Law Journal Library - HeinOnline (→)

Collection of law reviews and journals going back to the first volume for most titles, organized in the following categories: American Bar Association Journals, Core U.S. Journals, Criminal Justice Journals,
Court Approves AA-US Airways Merger; Defers Ruling on CEO's Severance

American Airlines clears a significant hurdle in its bid to become the world's largest airline as the U.S. Bankruptcy Court for the Southern District of New York approves the proposed $11 billion merger of the Chapter 11 debtor with US Airways. However, the court does not issue an order relating to the proposed $19.8 million severance payment for American's chief executive officer.

Sixth Circuit Affirms Stockbroker's Liability in Reverse Merger

The U.S. Court of Appeals for the Sixth Circuit concludes that a lower court properly granted summary judgment to the Securities and Exchange Commission on its claims that stockbroker Aaron Tsai committed registration and disclosure violations in connection with a “reverse merger” involving a shell company.

Second Circuit Ends Citigroup Employees’ Challenge to Benefits Calculation

The Second Circuit of the United States Court of Appeals rules that a New York court properly granted summary judgment to Citigroup in a case brought by former employees who challenged the company's calculation of their benefits.
Business Databases by Category

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Databases are available for remote access by user groups as noted: Anderson * UCLA * UC. Additional conditions of use may apply. Databases require cookies enabled. With almost no exceptions, there are no passwords for the databases -- access both on campus and off campus is controlled by IP address authentication. When a database does require a password or an individual account, that information is provided in the database description shown on Business Databases A-Z -- please read those descriptions.

Some business-related information needs require other article databases or subject-specific databases or e-resources licensed by the UCLA Library. If you cannot identify a useful database, please consult a business reference librarian.

- Database Alerts: for tracking an industry, a company, a topic, a favorite journal, and more. Use this guide to learn which databases have this feature.
- Citation Linker: Use to locate full-text articles and other documents digitally when you already have a citation in hand (from a bibliography, footnote, or other source). When you use the Citation Linker form, you must fill in the journal title and date of the article, at a minimum.

Downloadable Guides:
- Business (Mostly) Databases at a Glance - November 2012 edition
- Mining Databases for Company and Industry Intelligence - June 2012 Edition
- Top Twenty Databases for Company and Industry Intelligence - June 2012 Edition

Select a Category, Then Browse Its Sub-Categories:

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- Market Research
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- Technology
- Books, Dissertations, Working Papers, & Other General Sources
“Approximately half of law school graduates will eventually engage in a transactional practice and need the requisite skills of contract drafting”

Prof. Richard Neumann
Hofstra Law School