



BUSINESS LAW SOLUTIONS M&A IN-PRACTICE

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Business Law Solutions
Board Solutions
Disclosure Solutions
Due Diligence Solutions



Formerly Westlaw Business

Internal Audit Solutions
Risk Management Solutions
Internal Controls Solutions
Enterprise GRC Solutions

Regulatory Intelligence Solutions
Training Solutions
Screening Solutions
Policy Management Solutions

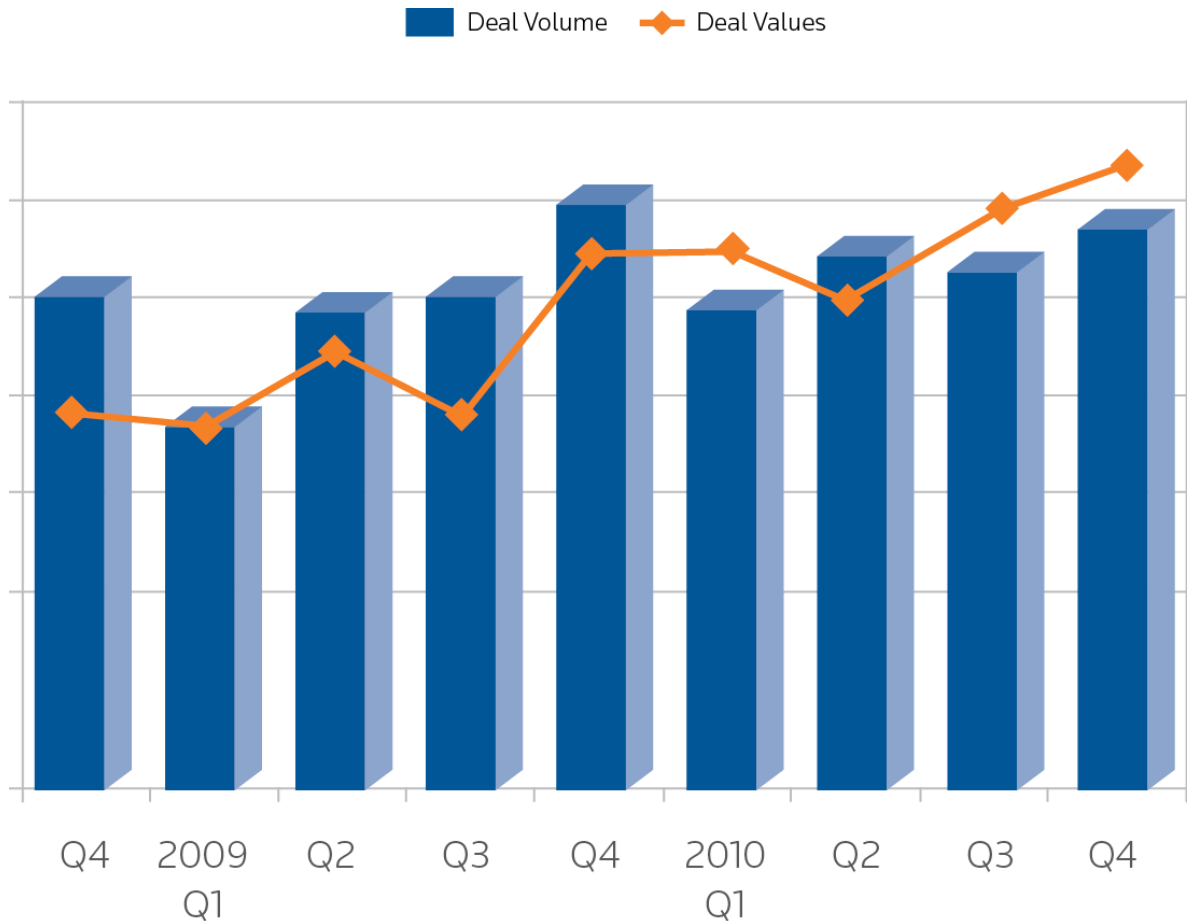
M&A PRACTICE CHALLENGES

Client Service Demands Facing Attorneys:

- Higher Quality Service
- Cost Efficiency
- Answers Faster
- Mitigate Risk
- Win Business

M&A MARKET CHALLENGES

M&A is picking up steam, with an increasing proportion of deals that are large value and at-times contentious



M&A PRACTICE GROUP LIFECYCLE



KNOW YOUR MARKET



Business Law Currents provides you early insights into:

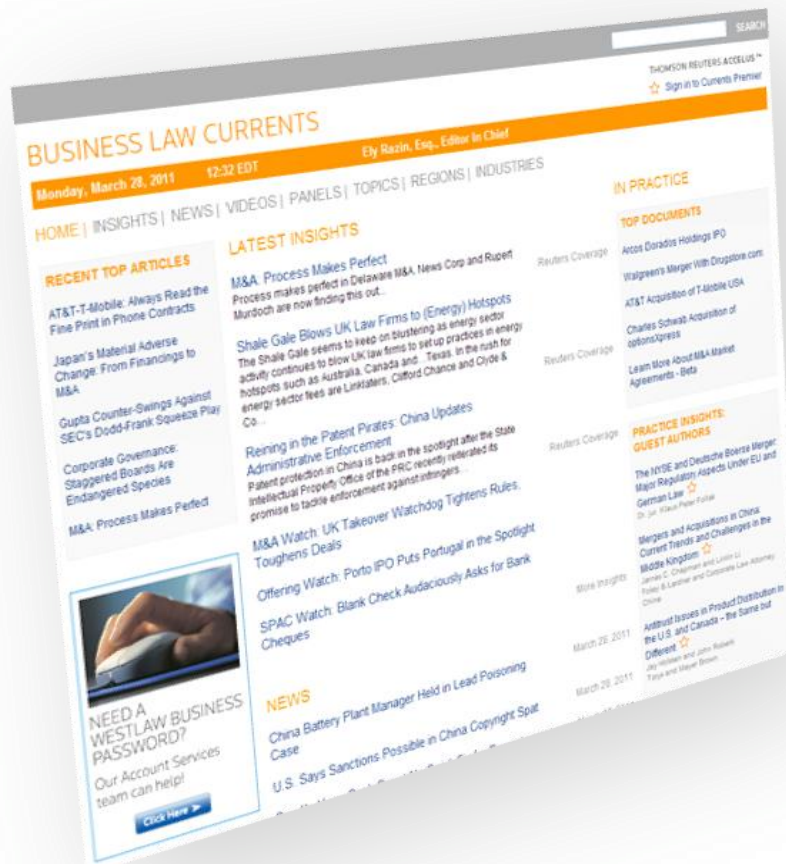
- Emerging deal types and terms
- Regulatory action and reaction
- Sector analysis revealing high value activity

Application: Your firm identifies the healthcare industry as strategically important due to strengths in transactional and intellectual property.

- ❖ Read Business Law Currents to stay up to speed on the latest healthcare M&A developments and key legal issues.



BUSINESS LAW CURRENTS



News and Insight for Attorneys

- Deal Trends
- Latest top source documents
- Companies in the news
- Lawyer-authored content

WIN YOUR CLIENT



Business Citator :

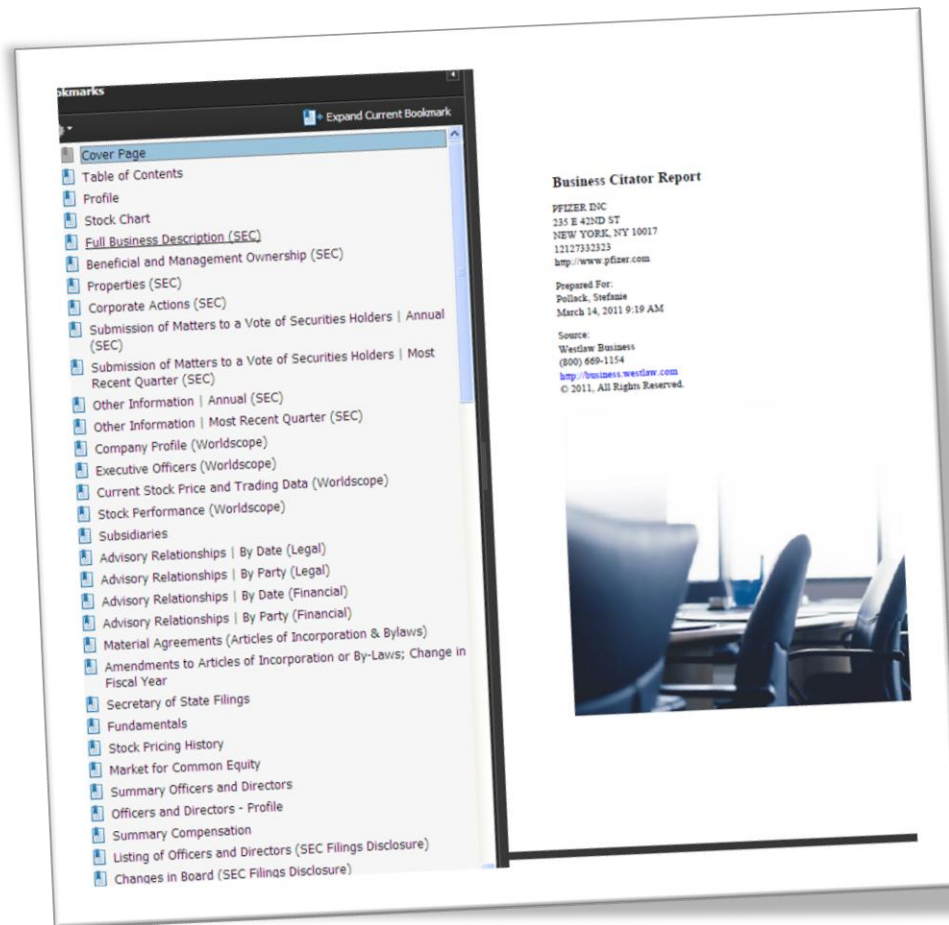
- Offers deep insight into public and private companies, current and prospective clients, as well as takeover targets.
- Efficiently manage legal, financial and reputational risk for your clients using the exceptional breadth and depth of Business Citator company information.

Application: You are preparing a pitch to a pharmaceutical company for general corporate and transactional representation.

- ❖ Use Business Citator to rapidly gather a detailed dossier, including the company officers and directors, past and present legal advisors, recent deals and more.



BUSINESS CITATOR



Business Citator Reports

- Efficiently compile a complete company profile including:
 - General corporate information
 - Financial statements
 - Legal and Financial Advisors
 - Intellectual property
 - Corporate filings from federal, state and global sources
 - Much more

SERVE YOUR CLIENT



Business Citator:

- Rapidly gather company information from hundreds of sources to create risk assessment of company.

Application: Your client is considering making a strategic acquisition and has asked you to advise its board of directors on determining how to proceed.

- ❖ Use Business Citator to quickly gather full dossiers on possible targets, including corporate structure, officers and directors, competitors, and more.



BUSINESS CITATOR



Business Citator Company Search

- Provides deep insight into over 1.4 million US and global public and private companies
- Business Citator's broad content coverage gives you direct access to
 - Corporate structure
 - M&A transactions and agreements
 - Current and past Officer & Directors
 - Financials, SEC and international securities filings
 - Subsidiary information
 - Litigation and Intellectual Property
 - Analysts reports
 - Material agreements
 - More
- Business Citator Company Alerts automatically provide email updates to your company search

SERVE YOUR CLIENT



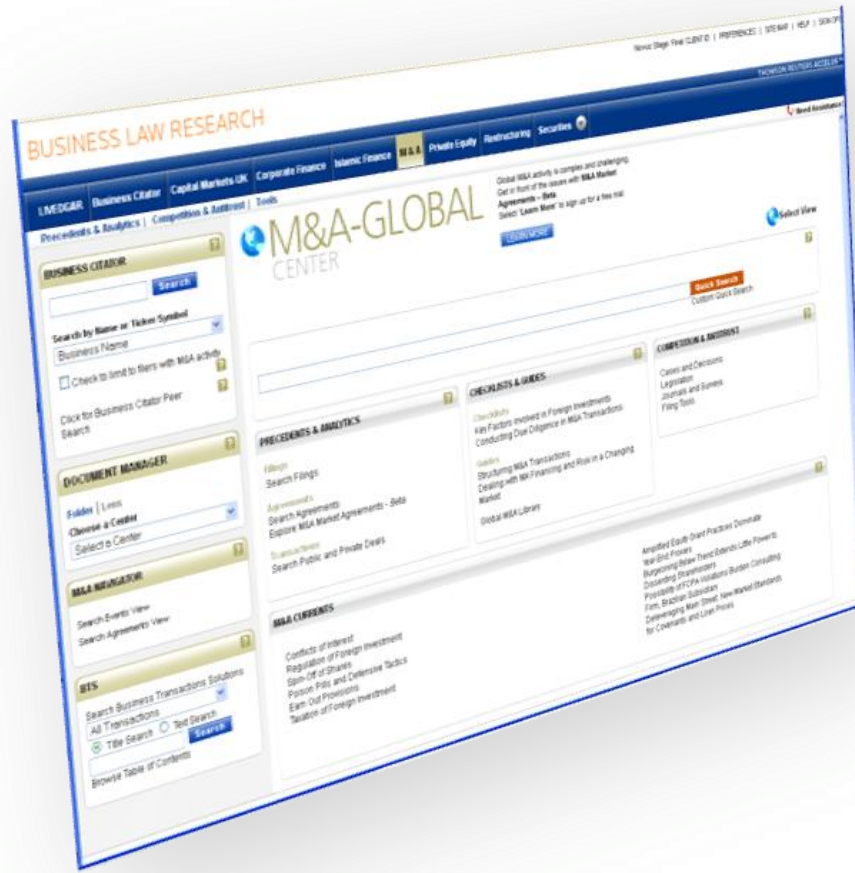
M&A Center:

- The world's largest collection of deal documents and disclosures
- Enables you to quickly locate deal precedents applicable to your proposed transaction

Application: Your client is evaluating a potential acquisition of a pharmaceutical company and has asked you to advise on the deal structure, valuation and timing.

❖ Use the M&A Center to find similar recent pharmaceutical transactions; review these deals for structure, valuation and regulatory response times.

M&A CENTER



Key Components

- Global deal coverage and functionality allows you to efficiently uncover similar deals and precedents
- One click access to the most common M&A precedent documents including:
 - Agreements and Plans of Merger
 - Asset Purchase Agreements
 - Business Purchase Agreements
 - Lock-up Agreements
 - And many more
- Access disclosures from EDGAR, SEDAR, UK, and other global regulators in a single search

SERVE YOUR CLIENT



Advisor – M&A

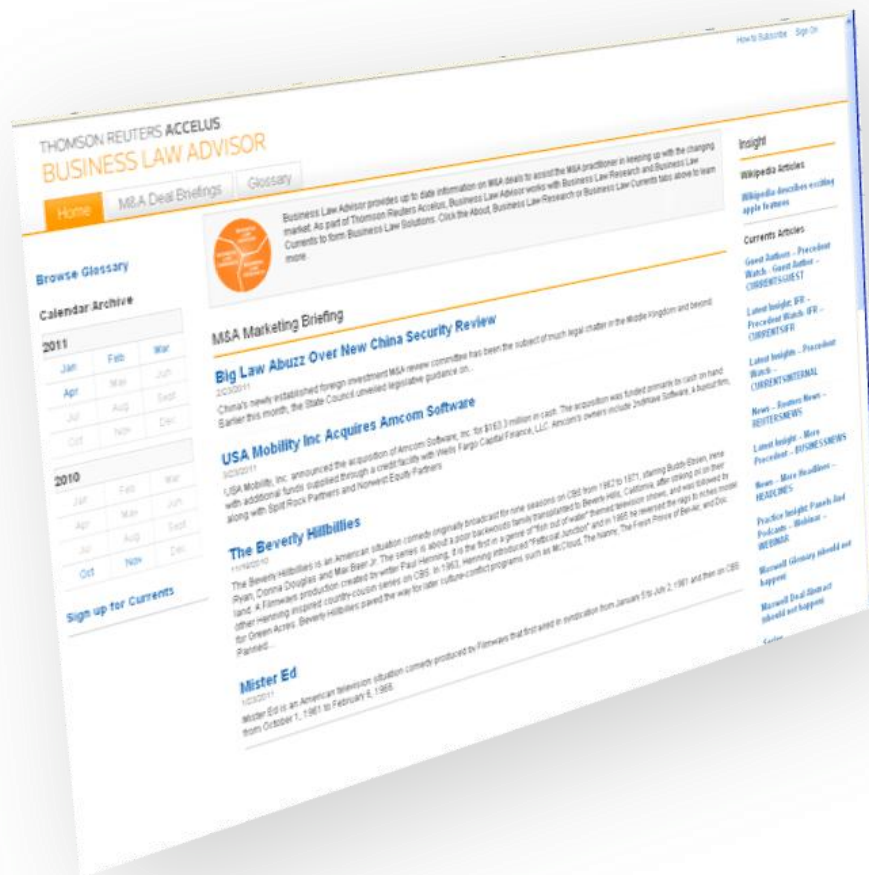
- Prepare for negotiations by knowing what deal points are “market” across recent M&A deals similar to yours
- Browse by deal style (strategic / financial), structure, industry and more

Application: The target is insisting upon a 40-day “go-shop” period to ensure the offer is market. You would like to avoid this or at least negotiate this down to a 10-day period.

❖ Use Advisor – M&A to rapidly identify similar recent strategic buyer -- private target deals in the health care industry. Arrive at the negotiating table armed with precedent examples to back up your position.



M&A ADVISOR

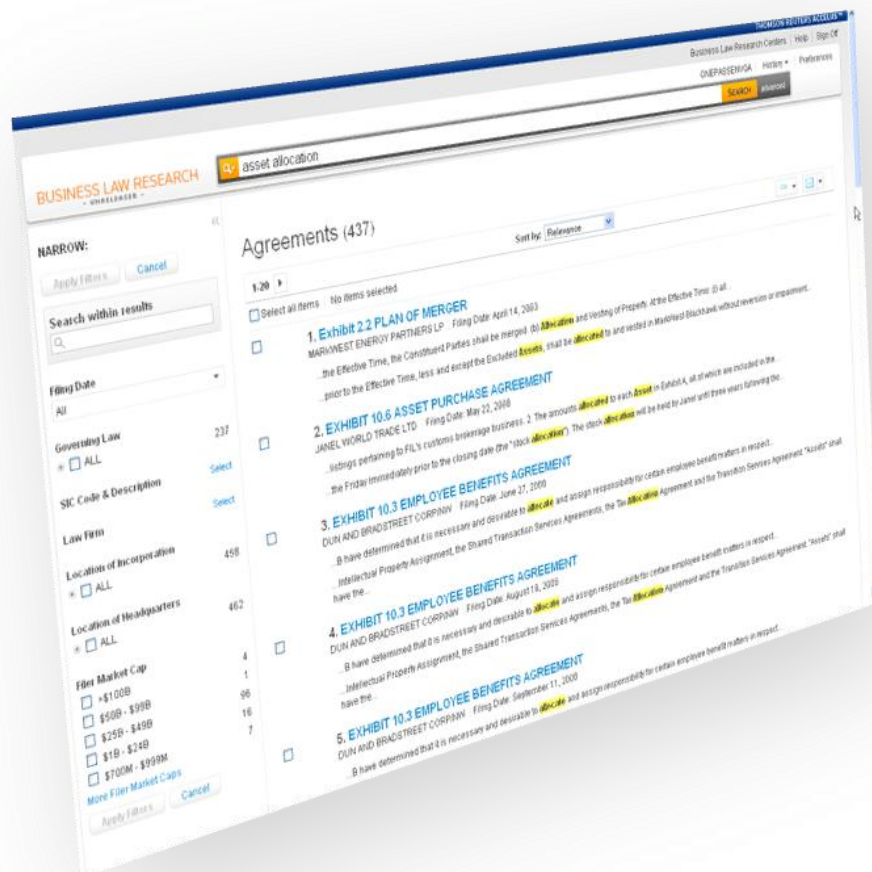


Key Components

- Know “what’s market” in M&A as you execute the current deal or prepare for the next one:
 - Locate similar deals by deal attributes such as industry, or strategic or financial buyer
 - Review multiple deals with targeted legal analysis
 - Drill to agreement language for key deal points



M&A IN MARKET AGREEMENTS



Key Components

- Over 200,000 in-market full text M&A related agreements allow you to quickly find precedent language
- Standardized titles and clauses ensure you retrieve relevant in-practice agreements
- Filter your results by law firm, governing law, industry, location, market cap and more
- Leverage in-market agreements to
 - Determine market language to incorporate into your deal
 - Effectively negotiate by uncovering counterparty positions in prior deals

SERVE YOUR CLIENT



Deal Proof:

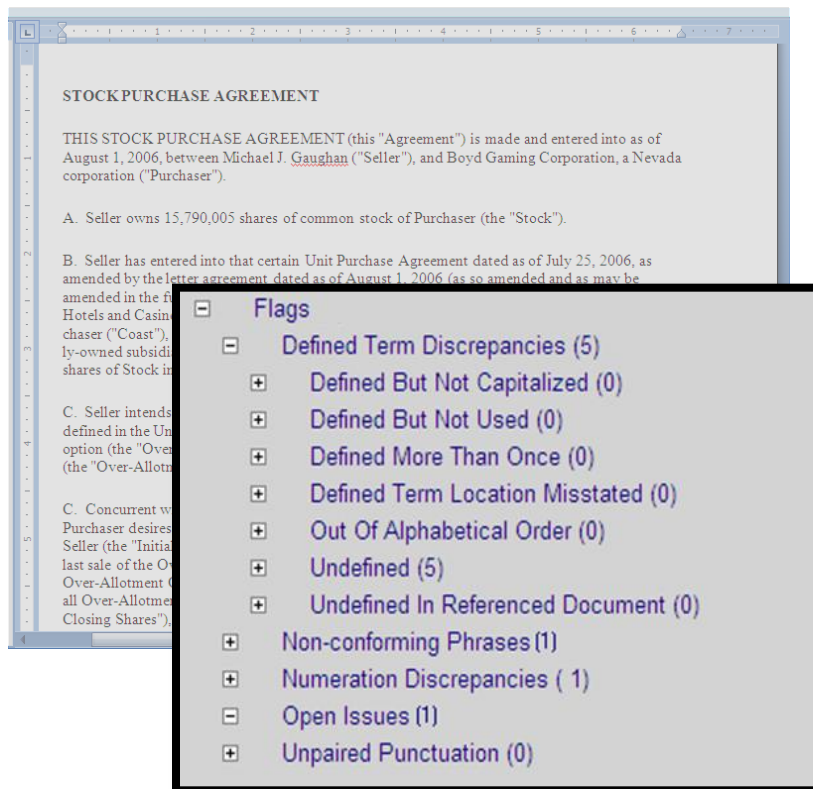
- Delivers a comprehensive review of your drafted documents to ensure consistent use of deal terminology saving your staff time while minimizing legal risk and exposure

Application: Time is running out to complete the acquisition agreement and sign the deal documents before the end of the quarter. Your team is working on little sleep and the risk of making drafting errors runs high.

- ❖ Use Deal Proof to automatically outline the deal documents and flag potential errors in defined terms, cross references, numeration, phrasing and more.



DEAL PROOF



Key Components

- Instant analysis of your agreement in Word delivers:

- Tools for quick document insight:

Document outline

List of Defined terms/locations

Cross-referenced sections

Frequently-used phrases

- Reports of possible drafting issues:

Open Issues

Defined Term Discrepancies

Numeration/punctuation errors

- Findings available on-screen in Word or in reports for email/print

GROW YOUR CLIENT



- SEC Filings
 - **Disclosure Solutions (EDGAR filings)**
- Additional Business Law Research Centers can serve other practice areas that may be part of the M&A transaction:
 - **Corporate Finance**
 - **Securities and Corporate Governance**

M&A PRACTICE GROUP LIFECYCLE



SUMMARY

Business Law Solutions M&A In-Practice

- **Win more and bigger deals for your firm**
- **Deliver excellent guidance and insight to your clients**
- **Provide superior service for stronger client retention and growth**
- **Work more efficiently to improve firm profitability while mitigating risk**
- **Develop your firm and personal brands as an M&A practice leader**

THANK YOU

For additional information, please contact
Business Law Research at
800.669.1154

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