

Tip Sheet | Quick Tips on Precedents in Practical Guidance

TIPS FOR MAKING THE MOST OF YOUR SUBSCRIPTION

Finding Precedents in Practical Guidance

Let's take the example of finding an **Asset Purchase Agreement** precedent. Because we know what document we are looking for specifically, our first course of action will be to simply enter the name of the document into the Practical Guidance *search bar* to pull up the results included in the system.

::: C Lexis Practical Guid	ce CA O Practice asset purchase agreement Search:	Everything >				
Results for: asset purchase	greement 📮 Actions 🗸					
Practice Notes	46 Practice Notes (46)					
Recedents						
Forms	0 In Asset Purchase Agreements					
Tables, Flowcharts & Diagrams	o	r <mark>chase</mark> I of its 1 to the				
Cases	obvious provision which describes the assets being purchased (and those excluded from the transaction), asset purchased (as agreements	ie.				
Legislation	0					
Narrow By						
> Search Within Results	2. Asset Purchase Agreement Basics M&A practitioner when draffing and perplating an asset nurchase transaction. In an asset nurchase transaction asset	2. Asset Purchase Agreement Basics M&A practitioner when drafting and negotiating an asset purchase transaction. In an asset purchase transaction, a seller conveys some or all of its assets directly to a buyer. An asset purchase agreement is the primary document governing the transaction, but there are several other basic matters to consider in advising on an asset purchase transaction. This practice note provides an user few of the other condisers in or a private M&A arcatiliner when drafting and negotiating an asset				
> Commercial Topics	conveys some or all off its assets directly to a buryer. An asset purchase agreement is the primary document governing the transaction, but there are several other basic matters to consider in advising on an asset purchase transaction. This pra- provides an overview of the other considerations for a anivate WAA practitioner when drafting and negotiating an asset					
> Corporate and Private M&A Topics	purchase					
> In-House Counsel Topics						
> Insolvency & Restructuring Topics	3. Asset Purchase Agreement Resource Kit					
> Capital Markets and M&A Topics	asset purchase agreements for private M&A transactions. It includes general overview documents, as well as precedents of intent and asset purchase agreements. In particular, it provides guidance with respect to provisions which address precedents.	ant letters urchase				
	price, regulatory matters, disclosure schedules, employment and environmental matters. It also discusses provisions re indemnification, intellectual property and technology, material adverse change/material adverse effect, no-shop and go	garding -shop,				

As you can see above, the results page directs you to a list of *Practice Notes* that will assist you in drafting this particular document and understanding the law underpinning it. We strongly recommend reviewing practice notes on a given document before going into using the precedents thereunder. Remember, the use of *Asset Purchase Agreement* is merely an example: any other document in our database can be found this way.



To access the recedents themselves, simply click the "**Precedents**" tab on the left-hand side and the most relevant precedents will be surfaced:

Results for: asset purchase agreement					
Practice Notes	46	Precedents (64)			
Precedents	64				
Clauses	0				
Checklists	10	1. Asset Purchase Agreement (Short Form) (ON)			
Tables, Flowcharts & Diagrams	0	<mark>Asset Purchase Agreement</mark> (Short Form) (ON) This precedent is a short-form <mark>asset purchase agreement</mark> to be used in a transaction involving the acquisition of <mark>assets. This form of asset purchase agreement</mark> is to be used for an <mark>asset</mark> acquisition			
Articles	0	governed by the Ontario Business Corporations Act, R.S.O. 1990, c. B.16, and applicable federal laws in Canada. This precedent includes practical guidance, drafting notes, alternate clauses, and optional clauses. This short-form asset purchase agreement is			
Cases	45	between			
Legislation	0	2 Non-Competition Agreement (Asset Purchase) (ON) Smart Form			
Narrow By		Parties may also agree to sign a non-compatition agreement concurrently with entering into the Asset Purchase Agreement			
> Search Within Results		The agreement may also be set out to refer to the entering into the Asset Purchase Agreement and consummation of the transaction as good and valuable consideration. Consult the alternate clause for this type of language. Often, a non-compete clause is incorporated directly into an Asset Purchase Agreement . For a clause that may be incorporated into an acquisition			
\checkmark Jurisdiction		agreement, see			
Ontario	33	3 Closing Agenda (Asset Purchase) (ON)			
Alberta British Columbia	14	accent purchase agreement at arms-length are planning an efficient closing. This proceedent closing agenda includes detailed			
Federal	8	items describing the information and documentation that is required from each party to carry out a closing of a purchase of sector to a sector party in the sector of the			
Non-jurisdictional	4	context of asset purchase transactions, see the practice notes Asset Purchase Agreement Basics and Asset Purchase Agreements For			
Select multiple		- <u></u>			
✓ Commercial Topics		 A. Asset Purchase Agreement (Long Form) (AB) 			
Purchase and Sale of a Business (Private		Asset Purchase Agreement (Long Form) (AB) This agreement contains all of the terms and definitions commonly found within an Asset Purchase Agreement wherehy the nurchaser has agreed to nurchase from the yender all of the assets property and			
Company) Contracts and Clauses in Commercial Transactions		undertakings of pertaining to the vendor's business – Founding Authors: Wendi Crowe and Kevin Trumpour, Miller Thomson. Updating Author: Practical Guidance. This Agreement made as of the [day] day of [month] ,			
Select multiple		5. Asset Purchase Agreement (Long Form) (BC)			

You may note that some of these precedents are labelled as **"Smart Forms**". For these precedents, in addition to being able to download them, LexisNexis has automated the process of filling out and customizing these documents for you. All you need to do is fill out a short questionnaire and the document will generate itself.



All documents on Practical Guidance are downloadable in a Word format. Simply click the **"Quick Download"** Button at the top right-hand corner of the screen to get a fully editable Word version of your document:

::: © Lexis Practio	al Guidance Practice asset purchase agreement Search: Everything	> Q	Ask Our History Help More Authors					
Document: Asset Pu	Document: Asset Purchase Agreement (Short Form) (ON) 🛕 Actions ~							
	, 🛞 🗋 Goto v All terms 381 v V Search Document Q		<					
	About This Document About the Author Founding Author: Jennifer Babell, Miller Thomson LP. Updating Authors: Jason Sernoskiell, Miller Thomson LP and Practical Guidance Lawyer Team.							
	► Summary							
	+ Expand all Drafting Notes + Expand all Clauses		Current as of: 09/23/2020 Related Content Practice Notes (2)					
		Legislation (3)						
	[Name of Purchaser], a corporation incorporated under the laws of the Province of Ontario (hereinater called the "Purchaser") HST Registration #[number] -and- [Name of Vendor], a corporation incorporated under the laws of the Province of Ontario (hereinater called the "Vendor") HST Registration #[number]		Precedens (3)					

In the event that you would simply like to browse our collection of precedents and documents, we suggest that you use our easy to navigate **Topics** menu to navigate to the *Common Commercial Agreements* topic below:



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Likewise, you can access all of the precedents in Practical Guidance or in any given module within Practical Guidance by simply selecting the specific content type from the **Content Type** tab.

III C ^{Lexis} Practical Guidance	Practice Areas	chase agreement				
Home / Commercial						
Topics	Expand All Collapse All	Content Type	Jurisdiction	Tools & Resources		
Trends and Insights		Practice Notes		Forms		
+ Advertising and Marketing		Precedents		Checklists		
+ Business Structures and Governance		Clauses				
+ Commercial Insolvency						
+ Commercial Real Estate						
+ Competition Law		Insolvency Fundamentals Resource Kit				
+ Finance						
+ Franchising						
+ Intellectual Property		Manage the potential insolvency risks as a result of the COVID-19				
+ Municipal Law and Land Use Development			pandemic.			
+ Outsourcing	View Insolvency Fundamentals Resource Kit					

In the event that you would like to see more precedent documents beyond what our editorial team has curated for you with drafting notes and commentary, you can tap into the databases of all publically filed material contracts that have been filed with North American Securities Regulators using **Transactions Search powered by Intelligize** and **Lexis Securities Mosaic**. Thereafter, you are able to filter for documents that are governed by the laws of the province you are interested in.

Transactions Search powered by Intelligize can be accessed from these Practical Guidance modules:

- Capital Markets and M&A
- Commercial
- Corporate and M&A
- Employment
- Finance
- Intellectual Property & Technology

Lexis Securities Mosaic is available on the following Practical Guidance modules:

- Capital Markets and M&A
- Finance

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Navigate to any of these modules and scroll down on the practice area page until you see the **Transactions Search powered by Intelligize** and/or **Securities Mosaic** pods.

Expertise is just a click away with "Ask Our Authors"	Transactions Search powered by Intelligize®
Get answers to your questions (경 Meet our Contributors (경	\square
Securities Mosaic®	Search thousands of deal documents for agreements, clauses, and competitive intelligence. Updated daily.
	Mergers & Acquisitions @ Registered Offerings @ Exempt Offerings @
A go-to resource for critical Securities and Capital Markets Intelligence with real-time and historic SEC and SEDAR filings and information combined with analytical tools for compilance, transactional, disclosure, and regulatory activity.	Capital Markets and M&A Sample Searches (2)
Access Securities Mosaic® (홈 SEDAR Sample Searches (홈	The Lawyer's Daily
	Business Natural Resources

Once in **Intelligize**, you are able to search across multiple different areas of practice for a wide variety of common agreements. This time, let's try looking for a **Commercial Lease**. Click *Agreements and Other Exhibits*, click *"Document Type"* and filter by *"Real Estate"*. Check the *"Lease Agreement"* box.



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Make sure to apply the appropriate filter in order to narrow down your results to agreements governed by the jurisdiction you are looking for as follows:

		Indemnification	24,248			
Accountant: Name appears in te	ext 🕶	Non-competition	12,628	littere.		
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Governing Law (State/Country):		Survival	21,859		7	
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	<u> </u>	Canada				w v
Incorporated In (State/Country):		United States of America	Select all			rements
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	_	Africa	A1 - British Columbia			
Headquarters (State/Country):	_	Asia Pacific	Z4 - Canada (Federal Level)			
	~	Europe	🗌 A2 - Manitoba			- Merger, Asset & Stock Purchase Agr
Index:		Latin America & Caribbean	E6 - Montreal			
	~	Middle East	A3 - New Brunswick			nt
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Exchange:		Oceania	LI A5 - Nova Scotia			Covenant- Financing Cooperation
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Then click on the search results to get to a downloadable and fully editable version of the agreements you would like to use as precedents:

Intelligize		Company Name, Ticker, CIK or List to se	arch in Agreements & Other Exhibits Q Alerts ¹ Workspa	
Agreements & Other Exhibits V Search Q		×		
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Name, Ticker or CIK \equiv \sim \checkmark	Filters: Document Type: Lease	Agreement Amendments: Include Governing Law: A6 - C	ntario	
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Industry:	1 View 0X-10.12	Lease Agreement "LEASE AGREEMENT"	S-1 I FUSION PHARMACEUTICALS INC.	
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· · · · · · · · · · · · · · · · · · ·	2 View EX-10.12	Lease Agreement "LEASE AGREEMENT"	DRS/A I FUSION PHARMACEUTICALS INC.	
Law Firm (name appears in document):	Ň	Arra 🛄 Intelligize	Company Name, Ticker, CIK or List to search in Agreements & Other Exhibits	Q Alerts ⁹ Workspace Help
Accountant: I Name appears in text •	3 View EX-4.38	Agreements & Other Exhibits Lease A "LEASE Outline Into	✓ <u>GP</u> [III: Desci.100 [×] [×] <u>Desci.100 [×] [×] <u>DP</u> Init: <u>A</u>: Download CD Enail (B) Sove to Workspace (B) Compare: Search in Document: Type to search <u>Q</u> ∧ ∨ (hore) </u>	
Course land and (Charles I)		S-1 EX-10.12 06/05/2020	Display: ©Entire Document: O Definition Section Highlight Defined Terms and Section References: Smart Cross References: Zoom 2008 Display: ©Entire Document: O Definition Section: Mighlight Defined Terms and Section References: Smart Cross References: Zoom 2009 2009 Display: ©Entire Document: O Definition Section: Mighlight Defined Terms and Section References: Smart Cross References: Zoom 2009 2009 Display: ©Entire Document: O Definition Section: Mighlight Defined Terms and Section References: Smart Cross References: Zoom 2009 2009 Display: O Definition: Section: Mighlight Defined Terms and Section References: Smart Cross References: Zoom 2009 2009	⊕
Governing Law (state/Country):		Acce Cover Page		Exhibit 10.12
Ab-ontailora		Table of Contents Preamble	LEASE AGREEMENT	
Jurisdiction (State/Country):	4 View EX-10.1	COMN > ARTICLE 1 - DEFINITIONS > ARTICLE 2 - TERM AND USE	Between	
`		> ARTICLE 3 - RENT > ARTICLE 4 - MAINTENANCE, REPAIRS AND	D MeMASTER UNIVERSITY	
Incorporated In (State/Country):		Acce ALTERATIONS > ARTICLE 5 - LANDLORD'S WORK	(the "Landlord")	
		Lease A ARTICLE 2 - ENTRY BY LANDLORD		
Headquarters (State/Country):	5 View EX-10.10	*LEASE ARTICLE 8 - ASSIGNMENT AND TENANT SECURITY ARTICLE 9 - DAMAGE, DESTRUCTION AN EXPROPENTION	FUSION PHARMACEUTICALS INC. A body corporate incorporated under the laws of the Province of Os (the "frame")	stario
`		Acce Article 10 - DEFAULT	270 Longwood Road South, Hamilton	
Index:		ATTORNMENT AND SUBORDINATION ARTICLE 12-GENERAL PROVISIONS	1	
`	6 View EX-10	LEASE A Signatures "LEASE: > SCHEDULE 'A"	TABLE OF CONTENTS	
Exchange:		Acce SCHEDULE "B" - DESCRIPTION OF COMMO AREAS SCHEDULE "C" PARKING The parking rates w be an.	4 ARTICLE 1 - DEFINITIONS ARTICLE 2 - TERM AND USE ARTICLE 3 - RENT ARTICLE 3 - RENT	4 6 9
Accelerated Status:	7 View EX-10.4	SCHEDULE*D* - LANDORDS WORK SCHEDULE*D* - TENAITS WORK Lease A SCHEDULE*D* - JANITORIAL SERVICES "LEASE	ATTELS - MANTTENANCE, ENVIRENCE AND ATTEMPTING ATTELS - STATUS VILLAND, AND ATTEMPTING ATTELS - STATUS VILLAND, AND ATTEMPTING ATTELS - NURLAND, AND ADDRESS ATTELS - NURLAND, DESTINGTION AND EXPORTING ATTELS - MANAGEMENT DESTINGTION AND EXPORTING	11 14 16 17 20 21
Business Development Company (BDC)			ATTECH 1: 1911 ATTECH 1: 1911 ATTECH 1: 1911 ATTECH 1: 1911 BERGEN	23 23 23 28 29 30 31 32 33 34 33 33