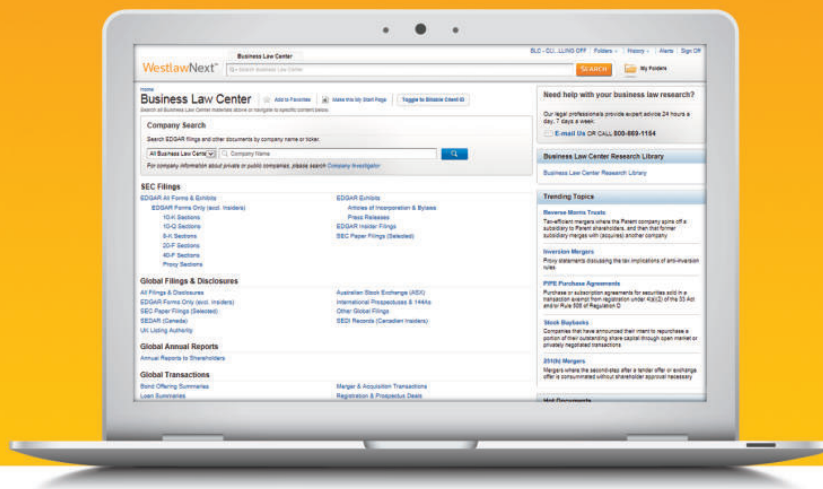


BUSINESS LAW CENTER ON WESTLAW NEXT

Welcome to the center of smarter, faster
business law research



PRACTICAL LAW™ INTEGRATES WITH THE BUSINESS LAW CENTER.

This is how you can go from legal know-how to precedents in a matter of seconds. Links from Practical Law content take you directly to related precedent examples in the Business Law Center, streamlining your research and saving you time.

When gathering legal “know-how,” how do you know if you’ve found all of the information that is relevant to your matter? How can you be sure you’ve uncovered the *right* information? And how do you find vital information without consuming far too much time?

The Business Law Center™ on WestlawNext® connects legal know-how with the latest precedent examples, deal information, and regulatory insight to keep you informed and on track.

ALL THE BUSINESS INFORMATION YOU NEED, UNDER ONE ROOF

The Business Law Center expands the scope of your research by positioning the latest precedent examples, more than 900,000 M&A deals, one of the largest collections of private placements, offering memorandum and sections searchable filings. That gives you more business sources in one place and the most advanced legal search technology so your information search is more streamlined and more productive.

Streamline your research with advanced functionality

Enhanced search capabilities help you drill down deeper – and more accurately – so you spend less time looking for information and more time putting it to use.

Zero in on relevant results by identifying key search criteria related to topics associated with M&A, capital markets, loan and bond transactions, and much more.

Organize and manage your business law documents with advanced folders and then share those findings and collaborate on the research within your organization.

Stay informed and up to date

Access information that actually informs through abstracts and analytics tied directly to your search. Cover more ground in any one area – broaden the reach of your review by incorporating new content into your business law search, such as bonds, loans, and enhanced private and public M&A content.

Connect the research dots

You can view related content tabs every time you run a search. With a single click, you can jump from a filing to its associated transaction summary, related agreements, and even related SEC comment letters. Pull in all of the relevant information you need to complete your research.

Gain a competitive advantage

The Business Law Center delivers unmatched content and search capabilities with more accuracy and efficiency. And that gives you a serious competitive edge.

IMPOSSIBLE REQUESTS ARE NOW POSSIBLE

Our business law experts are available 24/7 to help you navigate the intricacies of business law research. Their years of experience in corporate organizations, departmental structures, SEC research, and more give our Experts On-Call the ability to help you save time and money.

See next page



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THE WORLD'S MOST COMPREHENSIVE COLLECTION OF EDGAR FILINGS, DEAL DOCUMENTS, AND MORE

The screenshot displays the WestlawNext Business Law Center interface. At the top, the 'Business Law Center' tab is active, and the 'SEARCH' button is visible. Below the search bar, the 'Home' section includes a 'Business Law Center' heading and a 'Make this My Start Page' button (callout 1). A 'Toggle to Billable Client ID' button (callout 2) is also present. The 'Company Search' section allows users to search for EDGAR filings by company name or ticker. The main content area is divided into several sections: 'SEC Filings' (with sub-sections like 'EDGAR All Forms & Exhibits' and 'EDGAR Exhibits'), 'Global Filings & Disclosures', 'Global Annual Reports' (callout 4), 'Global Transactions', 'Agreements', 'Administrative Materials', 'Secondary Sources & Forms', and 'News'. On the right side, there are three additional sections: 'Need help with your business law research?' (callout 5), 'Business Law Center Research Library' (callout 6), and 'Trending Topics' (callout 7). The 'Trending Topics' section lists various legal topics such as 'Reverse Morris Trusts', 'Inversion Mergers', 'PIPE Purchase Agreements', 'Stock Buybacks', '251(h) Mergers', 'Hot Documents', 'Repsol Buys Talisman', 'PetSmart LBO', 'dELIA's Bankrupt', 'Riverbed LBO', and 'Merck Buys Cubist'.

- 1 Make this My Start Page option allows you to immediately navigate to the Business Law Center when you log in to WestlawNext.
- 2 Use the toggle button to choose when to turn client billing on or off.
- 3 Folders help you organize key documents and text and share your research with all members of your research team, including anyone outside your law firm or organization with a WestlawNext subscription.
- 4 Perform research on the latest business and legal issues, disclosures, transactions, and regulatory material, all in one place.
- 5 The Experts On-Call program provides 24/7 support by our dedicated team of SEC and business law research experts.
- 6 The Research Library includes prepopulated searches that take advantage of new EDGAR content, and cover a wide variety of topics and practice areas.
- 7 Trending Topics and Hot Documents keep you up to date with events happening in the market.

WestlawNext™ Merger & Acquisition Transactions

Q - advanced: TCN(Valassis & Communications & Inc)

Valassis Communications Inc | Harland Clarke Holdings Corp
1,410,135,000 (USD) | December 18, 2013 | Completed | 2013 WL 7377215 (Approx. 9 pages)

Document Filings & Disclosures (29) Related M&A Transactions (7) SEC Comment Letters (3) Agreements (7)

Related M&A Transactions (7) Sort By: Date: Newest First

NARROW

Select Multiple Filters

Search within results

Deal Type

☐ comparable 7

Target	Acquiror	Announcement Date	Deal Type
1. Media General Inc- Daily & Weekly Newspaper(63)	World Media Enterprises Inc	May 17, 2012	comparable
2. TransUnion Corp	Spartan Parent Holdings Inc	February 17, 2012	comparable
3. The New York Times Co-Regional Media Group	Halifax Media Holdings LLC	December 27, 2011	comparable
4. Aspen Marketing Services	Epsilon Data Management LLC	April 25, 2011	comparable
5. Trans Union Corp	Madison Dearborn Partners LLC	April 29, 2010	comparable
6. infoGroup Inc	CCMP Capital Advisors	March 08, 2010	comparable
7. ADVO Inc	Valassis Communications Inc	July 05, 2006	comparable

Home > Business Law Center

2 Business Law Center Research Library

To suggest a topic for the Business Law Center Research Library, please email us at BusinessLawResearch-Info

EDGAR Sample Agreements

251(h) Merger Agreements	Equity Incentive Plans
Agreements & Plans of Merger	Escrow Agreements (rel. Mergers)
Agreements & Plans of Reorganization	Exclusivity Agreements (rel. Mergers)
Articles of Incorporation	Indentures
Asset Purchase Agreements	Intercreditor Agreements
Asset Purchase Agreements (363 Sales)	ISDA Credit Support Annex
Bylaws	ISDA Master Agreement
Certificates of Designation	ISDA Schedule
Change in Control Severance Agreements	Joint Venture Agreements
Confidentiality Agreements (rel. Mergers)	Lease Agreements
Credit / Loan Agreements	Lease Agreements (Triple Net)
Credit Agreements with a Keepwell Clause	License Agreements
Development Agreements	Limited Liability Company Agreements
Director Equity / Option Plans	Mezzanine Loan Agreements
Director Plans	No Shop Merger Agreements
Employment Agreements	Non-Disclosure Agreements

EDGAR Forms

Adoption of FASB Accounting Standards	Iran Sanctions Disclosures
Business Development Companies	Master Limited Partnerships
Continuous Equity Offerings	Private Company SEC Filers
Emerging Growth Co. - 10-K / 10-Q	Proxy: Declassified Board Proposals

WestlawNext™ Q - advanced: ANDT(aft 12-30-1974 & bef 01-03-1979)

SEARCH advanced Marc's Research

Home > Business Law Center > Merger & Acquisition Transactions

3 Merger & Acquisition Transactions (43)

YOUR SEARCH edit

Announcement Date From: 12-30-1974 Until: 01-03-1979

1-20

Select all items no items selected

Sort by: Announcement Date

Compare

1. National Airlines Inc | Eastern Air Lines Inc
429,719,000 (USD) | December 04, 1978 | Withdrawn | 1997 WL 34991226

2. Tiffany & Co | Avon Products Inc
110,160,000 (USD) | November 21, 1978 | Completed | 1997 WL 35009138

3. P. R. Mallory and Co Inc | Dart Industries Inc.
320,034,000 (USD) | November 09, 1978 | Completed | 1997 WL 34990835

4. Falcon Seaboard Inc | Diamond International Corp
320,139,000 (USD) | November 02, 1978 | Completed | 1997 WL 35009325

5. Hospitality Motor Inns Inc | Helmsley Enterprises Inc
54,616,000 (USD) | October 17, 1978 | Completed | 1997 WL 34991225

6. Technicare | Johnson & Johnson
137,999,000 (USD) | October 05, 1978 | Completed | 1997 WL 34994154

7. Cox Broadcasting Corp | General Electric Co
468,462,000 (USD) | October 05, 1978 | Withdrawn | 1997 WL 34990960

8. Olinkraft Inc | Manville Corp(Manville Personal Injury Settlement Trust)

NARROW:

Select Multiple Filters

Search within results

Announcement Date

Effective Date

Status

Completed 38

Withdrawn 5

Acquiror Technique

Divestiture 3

Not Applicable 18

Stock Swap 8

Tender Offer 13

Unsolicited Deal 1

Transaction Value (USD)

All

Consideration Offered

Cash 30

- 1 Expedite your ability to connect the dots by viewing related documents.
- 2 The Research Library includes EDGAR Sample agreements and forms, EDGAR Exhibits and much more.
- 3 Expanded M&A coverage range in the Business Law Center.
- 4 Enhanced sort functionality.

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Practice Areas ▾ Resources ▾ International ▾ My Practical Law

SEARCH IN: All US

Confidentiality Agreements: Mergers and Acquisitions

Resource type: Practice Note Status: **Maintained** Jurisdiction: USA

A discussion on confidentiality agreements and their principal provisions.

Practical Law Corporate & Securities

Contents

Initial Considerations

- Unilateral or Mutual Agreement?
- When to Enter into the Agreement
- Separate Agreement or Part of the Term Sheet?
- Is your Client More Likely to Receive or Disclose Information?
- Is the Disclosing Party a Public Company?
- Limitations of NDAs
- Why Have a Written NDA?

Content of Confidentiality Agreements

- Parties to the Agreement
- Definition of Confidential Information
- Exceptions to Confidentiality
- Permitted Use and Restrictions on Disclosure
- Term
- Return of Confidential Information
- Remedies
- Boilerplate
- Additional Provisions

RELATED CONTENT

Topics

- Commercial
- Confidentiality
- Private Equity
- Private M&A
- Public M&A

Practice Notes

- Exclusivity Agreements

Confidentiality Agreement Precedents

Sign on to the Business Law Center on WestlawNext to access recent examples of *confidentiality agreements for M&A transactions*. This list of precedents has been generated for you by Practical Law editors and can be further filtered or modified.

Not currently a subscriber of the Business Law Center? Click [here](#) to take a free trial to the Business Law Center on WestlawNext to access this list of search results as well as conduct your own business law research.

The Business Law Center, available on WestlawNext, is a comprehensive database of SEC and global filings, offering memoranda and other agreements.

- 1 Practical Law links to precedent examples in Business Law Center.
- 2 Precedent agreements in the Business Law Center.

EDGAR Precedent Agreements

Q - advanced: NTI,TI(Confidentiality & agreement % #amendment form solicitation competition) SEARCH advanced IPO Research (1)

Home > Business Law Center > EDGAR Precedent Agreements

EDGAR Precedent Agreements (73)

YOUR SEARCH edit

All of These Terms: merger IS agreement Agreement Title: #confidentiality & agreement % #amendment form solicitation competition circumvention disparagement noncompetitio...

1-50

☐ Select all items no items selected

☐ **1. CONFIDENTIALITY AGREEMENT**
CAMECO CORP February 07, 2014
CONFIDENTIALITY AGREEMENT Confidentiality Agreement 112 7/10/2001 3/29/2001 Ontario BRUCE POWER INC. Ontario Bruce Power L.P. BPC GENERATION INFRASTRUCTURE TRUST Borealis...
TEEL, TEMI, PWU Trust and the Society Trust. Reorganization Agreements" means the BALP Sublease, the BALP Services and Cost Sharing Agreement, the **asset purchase agreement** dated October 31, 2005 between BALP, BPLP, BPI and BPAL, the Dispute Resolution Agreement, and the refurbishment reimbursement agreement dated.

☐ **2. Confidentiality Agreement**
NUPATHE INC January 23, 2014
Confidentiality Agreement Confidentiality Agreement 72 1/8/2014 1/17/2014 12/15/2013 1/17/2014 TO Teva Pharmaceuticals USA, Inc. Endo Health...
d(2) to the Schedule TO and is incorporated herein by reference. Promissory Note Concurrently with the execution of the **Merger Agreement**, Teva Pharmaceuticals USA, Inc., an affiliate of Teva ("Teva USA"), made a loan to NuPathe in the amount of \$5,000,000.

☐ **3. Other Agreements Confidentiality Agreement**
ONYX PHARMACEUTICALS INC September 03, 2013

NEW CONTENT

- Two new exhibit collections limited to:
 - Articles of incorporation and bylaws
 - Press releases
- **NEW** Business Law Center Research Library
- Internal Table of Contents for core filings (including 10-K, 10-Q, 8-K, 20-F, 40-F and proxies)

NEW FUNCTIONALITY

- Search all EDGAR filings by Period Date
- Search 10-Ks & 10-Qs by Filer Type
- Improved Ticker Search
- Search Forms and Exhibits together or separately

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