

Index

ABANDONMENT

Mergers and acquisitions, **1:2**

ACCOUNTING

Mergers and acquisitions, checklists generally, **1:12**
controlling block, purchase and sale of, **1:43**
dividends and stock splits, **1:65**
issuer, purchase of stock by, **1:59**

ACQUISITIONS AND MERGERS

Mergers and Acquisitions (this index)

AFFIDAVITS

Charters, bylaws, and other corporate documents, affidavit of mailing of notice of stockholders' meeting, **2:18**

AGENDA

Charters, bylaws, and other corporate documents, agenda (script) for stockholders' meeting, **2:27**

AGREEMENTS

Contracts and Agreements (this index)

AGRICULTURE FOREIGN INVESTMENT DISCLOSURE ACT

Mergers and acquisitions, **1:29**

AIR TRANSPORTATION

Mergers and acquisitions, alien investments, checklists, **1:16**

ALIEN INVESTMENTS

Mergers and acquisitions, checklists generally, **1:15 to 1:34**
Agriculture Foreign Investment Disclosure Act, **1:29**
air transportation, **1:16**
banking, **1:17**
communications, **1:18**
customhouse brokers, **1:19**
defense, **1:20**
direct investment, **1:24**
energy, **1:21**
Exon-Florio Act, **1:22**
government benefits, **1:25**
government contracts, **1:26**
lands, foreign ownership, **1:29**
maritime matters, **1:30**
mining, **1:31**
national defense, **1:20**
patents, **1:34**

ALIEN INVESTMENTS—Cont'd

Mergers and acquisitions, checklists—Cont'd
registration of foreign agents, **1:23**
taxation, **1:32**
telecommunications, **1:18**
Trading with the Enemy Act, **1:33**

ANNUAL STOCKHOLDERS' MEETINGS

Charters, bylaws, and other corporate documents, **2:16, 2:24, 2:25, 2:28**

ANTITRUST LAWS

Mergers and acquisitions, checklists generally, **1:10**
Federal law issues, **1:39**
foreign laws, **1:40**
reports and other filings, **1:14**

APPRAISAL RIGHTS

Mergers and acquisitions, **1:2**

ATOMIC ENERGY ACT OF 1954

Mergers and acquisitions, **1:21**

ATTENDANCE SLIP

Charters, bylaws, and other corporate documents, stockholders' meetings, **2:23**

AVIATION

Mergers and acquisitions, alien investments, checklists, **1:16**

BALLOTS

Charters, bylaws, and other corporate documents, ballot for stockholders' meeting, **2:24 to 2:26**

BANKRUPTCY LAWS

Mergers and acquisitions, checklists generally, **1:12**
issuer, purchase of stock by, **1:50**

BANKS AND BANKING

Investment banking agreements, **8:1, 8:2**
Mergers and acquisitions, alien investments, checklists, **1:17**

BERRY AMENDMENT

Mergers and acquisitions, **1:26**

BLUE SKY LAWS

Mergers and acquisitions, checklists, **1:8, 1:53**
Underwriters, **4:12, 4:13**

BOOKS AND PAPERS

Records and Recording (this index)

BROKERS

Mergers and acquisitions, checklists
 customhouse brokers, alien investments, **1:19**
 reports and other filings, **1:14**

BUY AMERICAN ACT

Mergers and acquisitions, **1:26**

BUY SELL AGENCY

Mergers and acquisitions, **1:2**

BYLAWS, CHARTERS, AND OTHER CORPORATE DOCUMENTS

Charters, Bylaws, and Other Corporate Documents (this index)

CASH PURCHASE OF STOCK OR ASSETS

Mergers and acquisitions
 generally, **14:1 to 14:9**
 closing memoranda, **11:2, 11:4, 11:5**
 constituent corporations, resolutions of, **12:4, 15:4, 15:9, 15:14, 15:19**
 director resolutions, generally, **10:2, 10:5, 10:12, 10:14, 10:15**

merger sub resolutions
 director resolutions, **15:44**
 stockholder resolutions, **15:49**

portion of stock, **10:10**
 stockholder resolutions, generally, **10:7, 10:9, 10:17, 10:19, 10:20**

triangular mergers
 director resolutions of disappearing corporation, **15:34**
 director resolutions of merger sub, **15:44**
 director resolutions of surviving corporation, **15:24**
 stockholder resolutions of disappearing corporation, **15:39**
 stockholder resolutions of merger sub, **15:49**
 stockholder resolutions of surviving corporation, **15:29**

WOS resolutions
 director resolutions, **10:22, 10:24, 10:25**
 stockholder resolutions, **10:26, 10:29**

CERTIFICATES AND CERTIFICATION

Charters, bylaws, and other corporate documents
 incorporation
 Delaware, **2:2**
 New York charter, **2:1**
 inspector of stockholders' meeting, **2:21**
 secretary's certification
 by-laws, **2:37**
 director resolutions, **2:38**
 incumbency of officers, **2:40**
 resolutions, **2:34, 2:39**
 stockholder resolutions, **2:39**

CERTIFICATES AND CERTIFICATION

—Cont'd

Mergers and acquisitions, certificates of stock, checklists, **1:12**

CHARTERS, BYLAWS, AND OTHER CORPORATE DOCUMENTS

As to particular corporate documents, see more specific topics

Generally, **2:1 et seq.**

Affidavit of mailing of notice of stockholders' meeting, **2:18**

Agenda (script) for stockholders' meeting, **2:27**
 Annual meeting of stockholders, **2:16, 2:24, 2:25, 2:28**

Attendance slip of stockholders' meetings, **2:23**
 Ballot for stockholders' meeting, **2:24 to 2:26**

Bylaws, generally, **2:3, 2:4**

Certificates and certification
 incorporation

Delaware, **2:2**

New York charter, **2:1**

inspector of stockholders' meeting, **2:21**

secretary's certification

by-laws, **2:37**

director resolutions, **2:38**

incumbency of officers, **2:40**

resolutions, **2:34, 2:39**

stockholder resolutions, **2:39**

Certificates of incorporation

Delaware, **2:2**

New York charter, **2:1**

Checklists

mergers and acquisitions, **1:4**

stockholders' meetings, **2:30**

Consent

directors, **2:36**

stockholders, **2:14**

Cumulative voting at stockholders' meetings, **2:25**

Debt, offering of, **2:45, 2:50, 6:8, 6:13**

Delaware

by-laws, **2:4**

certificate of incorporation, **2:2**

minutes of incorporators meeting, **2:7**

statement of organization, **2:8**

stockholders' meeting, checklist for, **2:30**

waiver of notice of incorporators meeting, **2:5**

Directors and officers

generally, **2:31 to 2:36**

consent, **2:36**

meetings, generally, **2:11, 2:12**

memorandum to directors and officers regarding going public, **6:1 to 6:3**

minutes of meeting, **2:33**

notice of meeting, generally, **2:32**

CHARTERS, BYLAWS, AND OTHER CORPORATE DOCUMENTS—Cont'd

Directors and officers—Cont'd

- resignation, 2:35
- resolutions
 - secretary's certification, 2:34
 - stockholders' meetings, 2:34
- secretary's certification
 - by-laws, 2:37
 - director resolutions, 2:38
 - incumbency of officers, 2:40
 - resolutions, 2:34, 2:39
 - stockholder resolutions, 2:39
 - waiver of notice of meeting, 2:31

Going public, corporate documents relating to, generally, 6:1 *et seq.*

Incorporation papers, generally, 2:5 to 2:13

Incumbency of officers, secretary's certification, 2:40

Inspector of stockholders' meeting, 2:21, 2:22

Mailing of notice of stockholders' meeting, affidavit of, 2:18

Meetings

- agenda (script) for stockholders' meeting, 2:27
- attendance slip of stockholders' meetings, 2:23
- ballot for stockholders' meeting, 2:24 to 2:26
- checklist for stockholders' meetings, 2:30
- directors, above
- inspector of stockholders' meeting, 2:21, 2:22
- mailing of notice of stockholders' meeting, affidavit of, 2:18
- minutes of meeting
 - generally, 2:7, 2:9, 2:12
 - annual meeting of stockholders, 2:28
 - directors, 2:33
 - special meeting of stockholders, 2:29
 - stockholders' meetings, 2:28, 2:29
- notice of meetings, generally, 2:16, 2:17
- stockholders' meetings, 2:14 to 2:30
- waiver of notice of meeting, generally, 2:5, 2:6, 2:11

Memorandum to directors and officers regarding going public, 6:1 to 6:3

Mergers and acquisitions, checklists, 1:4

Minutes of meeting

- generally, 2:7, 2:9, 2:12
- annual meeting of stockholders, 2:28
- directors, 2:33
- special meeting of stockholders, 2:29
- stockholders' meetings, 2:28, 2:29

New York

- by-laws, 2:3
- charter, 2:1
- minutes of incorporators meeting, 2:9
- statement of organization, 2:10
- stockholders' meeting, checklist for, 2:30

CHARTERS, BYLAWS, AND OTHER CORPORATE DOCUMENTS—Cont'd

New York—Cont'd

- waiver of notice of incorporators meeting, 2:6
- Notice. Meetings, above
- Oath of inspector of stockholders' meeting, 2:22
- Offerings. Resolutions, below
- Officers and directors
 - generally, 2:31 to 2:36
 - consent, 2:36
 - meetings, generally, 2:11, 2:12
 - memorandum to directors and officers regarding going public, 6:1 to 6:3
 - minutes of meeting, 2:33
 - notice of meeting, generally, 2:32
 - resignation, 2:35
 - resolutions
 - secretary's certification, 2:34
 - stockholders' meetings, 2:34
 - secretary's certification
 - by-laws, 2:37
 - director resolutions, 2:38
 - incumbency of officers, 2:40
 - resolutions, 2:34, 2:39
 - stockholder resolutions, 2:39
 - waiver of notice of meeting, 2:31
- Preferred stock, offerings of, 2:49
- Pricing resolutions, 2:46 to 2:50, 6:9 to 6:13
- Private placement. Resolutions, below
- Proxies, 2:19, 2:20
- Resignation of directors, 2:35
- Resolutions
 - generally, 2:41 to 2:50
 - debt, offering of, 2:45, 2:50, 6:8, 6:13
 - directors
 - secretary's certification, 2:34
 - stockholders' meetings, 2:34
 - one share and one warrant, offering of units consisting of, 2:42, 2:43, 2:47, 2:49, 6:5, 6:6, 6:10, 6:11
 - preferred stock, offerings of, 2:44, 2:49
 - pricing resolutions, 2:46 to 2:50, 6:9 to 6:13
 - private placement, generally, 2:41 to 2:50
 - secretary's certification, 2:34, 2:39
 - selling stockholders, generally, 6:4, 6:7
 - stock offerings, generally, 2:41, 6:4, 6:7
- Script for stockholders' meeting, 2:27
- Secretary's certification
 - by-laws, 2:37
 - director resolutions, 2:38
 - incumbency of officers, 2:40
 - resolutions, 2:34, 2:39
 - stockholder resolutions, 2:39
- Selling stockholders. Resolutions, below
- Special stockholders' meetings, 2:17, 2:26

CHARTERS, BYLAWS, AND OTHER CORPORATE DOCUMENTS—Cont'd

Statement of organization, **2:8, 2:10**
 Stockholders papers, generally, **2:14 to 2:30**
 Subscriptions to stock, **2:13**
 Waiver of notice. Meetings, above

CHECKLISTS

Charters, bylaws, and other corporate documents
 mergers and acquisitions, **1:4**
 stockholders' meetings, **2:30**
 Mergers and acquisitions
 generally, **1:1 to 1:36**
 accounting treatment
 generally, **1:12**
 controlling block, purchase and sale of, **1:43**
 dividends and stock splits, **1:65**
 issuer, purchase of stock by, **1:59**
 Agriculture Foreign Investment Disclosure Act, **1:29**
 air transportation, alien investments, **1:16**
 alien investments in United States
 generally, **1:15 to 1:34**
 Agriculture Foreign Investment Disclosure Act, **1:29**
 air transportation, **1:16**
 banking, **1:17**
 communications, **1:18**
 customhouse brokers, **1:19**
 defense, **1:20**
 direct investment, **1:24**
 energy, **1:21**
 Exxon-Florio Act, **1:22**
 government benefits, **1:25**
 government contracts, **1:26**
 lands, foreign ownership, **1:29**
 maritime matters, **1:30**
 mining, **1:31**
 national defense, **1:20**
 patents, **1:34**
 registration of foreign agents, **1:23**
 taxation, **1:32**
 telecommunications, **1:18**
 Trading with the Enemy Act, **1:33**
 antitrust laws
 generally, **1:10**
 Federal law issues, **1:39**
 foreign laws, **1:40**
 reports and other filings, **1:14**
 authority for acquisition, **1:5**
 banking, alien investments, **1:17**
 bankruptcy laws
 generally, **1:12**
 issuer, purchase of stock by, **1:50**
 blue-sky laws, **1:8, 1:53**

CHECKLISTS—Cont'd

Mergers and acquisitions—Cont'd
 brokers
 customhouse brokers, alien investments, **1:19**
 reports and other filings, **1:14**
 certificates of stock, **1:12**
 charters and bylaws, **1:4**
 communications, alien investments, **1:18**
 confidentiality agreements, **1:12**
 contracts and agreements
 controlling block, purchase and sale of, **1:42**
 dividends and stock splits, **1:65**
 friendly tender offer, **16:1, 16:3**
 government contracts
 foreign investments, **1:26**
 material agreements and related matters, **1:6**
 notification to stockholders and others, **1:13**
 hostile tender offer, **16:2**
 hostile tender offer that become friendly, **16:3**
 international agreements, commitments, and treaties, **1:27, 1:32**
 issuer, purchase of stock by, **1:51**
 material agreements and related matters, **1:6**
 noncompetition agreements, **1:12**
 notification to stockholders and others, **1:13**
 controlling block, purchase and sale of, **1:37 to 1:46**
 customhouse brokers, alien investments, **1:19**
 defense, alien investments, **1:20**
 disclosure
 Agriculture Foreign Investment Disclosure Act, **1:29**
 Foreign Agents Registration Act, **1:23**
 foreign direct investment, **1:24**
 meeting of stockholders, notice of, **1:2**
 dividends and stock splits, **1:63 to 1:65**
 employees and employee benefits, **1:12, 1:14, 1:39**
 energy, alien investments, **1:21**
 examination of documents in connection with acquisition
 generally, **1:35, 1:36**
 underwriters and their lawyers in connection with public offerings, **1:66, 1:67**
 Exxon-Florio Act, **1:22**
 federal laws, generally, **1:8**
 files and filing
 generally, **1:14, 1:62**
 examination of documents in connection with acquisition
 generally, **1:35, 1:36**

CHECKLISTS—Cont'd

Mergers and acquisitions—Cont'd
 files and filing—Cont'd
 examination of documents in connection with acquisition—Cont'd
 underwriters and their lawyers in connection with public offerings, **1:66, 1:67**
 foreign state or country, generally, **1:3, 1:12, 1:15 to 1:34**
 government benefits, alien investments, **1:25**
 government contracts
 foreign investments, **1:26**
 material agreements and related matters, **1:6**
 notification to stockholders and others, **1:13**
 international matters, generally, **1:3, 1:12, 1:15 to 1:34**
 issuer, purchase of stock by, **1:47 to 1:62**
 judgments, orders, and decrees, **1:12, 1:13**
 lands, foreign ownership, **1:29, 1:54**
 listing requirements
 generally, **1:9**
 controlling block, purchase and sale of, **1:41**
 dividends and stock splits, **1:65**
 issuer, purchase of stock by, **1:52**
 maritime matters, alien investments, **1:30**
 material agreements and related matters, **1:6**
 meeting of stockholders, notice of, **1:2**
 memberships of acquired company, **1:12**
 mining, alien investments, **1:31**
 national defense, alien investments, **1:20**
 noncompetition agreements, **1:12**
 notification to stockholders and others
 generally, **1:13**
 controlling block, purchase and sale of, **1:45**
 dividends and stock splits, **1:65**
 friendly tender offer, **16:1, 16:3**
 hostile tender offer, **16:2**
 hostile tender offer that turns friendly, **16:3**
 issuer, purchase of stock by, **1:61**
 meeting of stockholders, **1:2**
 patents, alien investments, **1:34**
 payment problems, **1:12**
 pending litigation
 generally, **1:7**
 controlling block, purchase and sale of, **1:44**
 records and recording
 generally, **1:14, 1:62**
 examination of documents in connection with acquisition
 generally, **1:35, 1:36**
 underwriters and their lawyers in connection with public offerings, **1:66, 1:67**
 registration
 federal and state securities laws, **1:8**
 foreign agents, **1:23**
 reports, **1:14, 1:62**

CHECKLISTS—Cont'd

Mergers and acquisitions—Cont'd
 retirement of purchased stock, **1:60**
 specially regulated industries, **1:12, 1:55**
 state laws, generally, **1:2, 1:8**
 taxation
 generally, **1:11**
 alien investments, **1:32**
 controlling block, purchase and sale of, **1:39**
 dividends and stock splits, **1:65**
 issuer, purchase of stock by, **1:58**
 telecommunications, alien investments, **1:18**
 Trading with the Enemy Act, **1:33**
 underwriters and their lawyers, examination of documents in connection with public offering, **1:66, 1:67**
 warranty obligations, **1:12**

CLASSIFIED INFORMATION

Mergers and acquisitions, **1:20**

CLOSING MEMORANDA

Mergers and acquisitions, **11:1 et seq.**
 Underwriters, **5:1 to 5:4**

COMMUNICATIONS

Mergers and acquisitions, alien investments, checklists, **1:18**

COMMUNIST COUNTRIES

Mergers and acquisitions, **1:33**

CONFIDENTIALITY AGREEMENTS

Mergers and acquisitions, checklists, **1:12**

CONSENT

Charters, bylaws, and other corporate documents
 directors, **2:36**
 stockholders, **2:14**

Mergers and acquisitions, consent of stockholders, **1:2**

CONSOLIDATION AND MERGER

Mergers and Acquisitions (this index)

CONSTITUENT COMPANIES

Merger agreement stock, debentures merger, constituent companies with tender offer, standard form, **13:4**

Mergers and acquisitions
 cash, stock for, **14:1, 14:3, 14:5**
 checklists, **1:2**
 resolutions for merger, **15:1 to 15:20**
 stock-for-cash agreements, **12:4**
 stock for debentures agreements, **13:1**
 stock-for-stock agreements, **12:1, 12:5, 12:8**
 stock for stock merger of the constituent companies with tender offer, **12:8**

CONTRACTS AND AGREEMENTS

- Employment contract, standard form, **3:2**
- Escrow agreement
 - standard form, **3:4**
 - underwriters, **4:10**
- Investment banking agreements, **8:1, 8:2**
- Mergers and acquisitions
 - cash, stock for, **12:4, 14:1 to 14:9**
 - checklists
 - controlling block, purchase and sale of, **1:42**
 - dividends and stock splits, **1:65**
 - government contracts
 - foreign investments, **1:26**
 - material agreements and related matters, **1:6**
 - notification to stockholders and others, **1:13**
 - international agreements, commitments, and treaties, **1:27, 1:32**
 - issuer, purchase of stock by, **1:51**
 - material agreements and related matters, **1:6**
 - noncompetition agreements, **1:12**
 - notification to stockholders and others, **1:13**
 - notification to stockholders and others, generally, **1:13**
 - company survives, stock for debentures agreements, **13:2**
 - merger sub survives, stock for debentures agreements, **13:3**
 - standard form of acquisition agreement
 - generally, **9:1 to 9:5**
 - assets of acquired corporation for cash, **9:4**
 - portion of acquired corporation's stock for cash, **9:5**
 - stock-for-stock, **9:3**
 - stock of acquired corporation for cash, **9:2, 9:5**
 - substantially all of seller's assets for purchaser's stock, **9:1**
 - standard form of merger agreement: stock-for-stock triangular merger
 - generally, **12:2, 12:3**
 - company survives, **12:3, 12:7**
 - exchange offer, with, **12:6, 12:7**
 - merger sub survives, **12:2, 12:7**
 - stock for debentures agreements, **13:1**
 - stock-for-stock, **9:3, 12:1 et seq.**
 - triangular merger: cash, stock for
 - company survives, **14:7 to 14:9**
 - exchange offer, with, **14:6, 14:8**
 - merger sub survives, **14:2, 14:6**
 - tender offer, with, **14:9**
 - Shareholder's agreement, standard form, **3:3**
 - Standard provisions, generally, **3:5**
 - Underwriters** (this index)

CONTROLLING BLOCK

- Mergers and acquisitions, purchase and sale, checklists, **1:37 to 1:46**

CUMULATIVE VOTING

- Charters, bylaws, and other corporate documents, stockholders' meetings, **2:25**

CURRENCY AND EXCHANGE LAWS

- Mergers and acquisitions, **1:3, 1:40**

CUSTOMHOUSE BROKERS

- Mergers and acquisitions, alien investments, checklists, **1:19**

DEBTS

- Charters, bylaws, and other corporate documents, offering of debt, **2:45, 2:50, 6:8, 6:13**

- Mergers and acquisitions, common stock exchanged for debt
 - constituent corporations, resolutions of, **15:5, 15:10**
 - disappearing corporations, resolutions of, **15:15, 15:20**
 - triangular merger, resolutions for
 - director resolutions of disappearing corporation, **15:35**
 - director resolutions of merger sub, **15:45**
 - director resolutions of surviving corporation, **15:25**
 - stockholder resolutions of disappearing corporation, **15:40**
 - stockholder resolutions of merger sub, **15:50**
 - stockholder resolutions of surviving corporation, **15:30**

- Underwriters
 - agreement, form of, **4:2, 4:5, 4:7**
 - closing memorandum, debt offering, **5:4**

DECREES

- Mergers and acquisitions, checklists, **1:12, 1:13**

DEFENSE

- Mergers and acquisitions, alien investments, checklists, **1:20**

DELAWARE

- Charters, bylaws, and other corporate documents by-laws, **2:4**
- certificate of incorporation, **2:2**
- minutes of incorporators meeting, **2:7**
- statement of organization, **2:8**
- stockholders' meeting, checklist for, **2:30**
- waiver of notice of incorporators meeting, **2:5**

DESERT LAND ACT OF 1877

- Mergers and acquisitions, **1:29**

DIRECTORS AND OFFICERS

- Charters, bylaws, and other corporate documents generally, **2:31 to 2:36**

DIRECTORS AND OFFICERS—Cont'd

Charters, bylaws, and other corporate documents
—Cont'd
consent, 2:36
meetings, generally, 2:11, 2:12
memorandum to directors and officers regarding going public, 6:1 to 6:3
minutes of meeting, 2:33
notice of meeting, generally, 2:32
resignation, 2:35
resolutions
 secretary's certification, 2:34
 stockholders' meetings, 2:34
secretary's certification
 by-laws, 2:37
 director resolutions, 2:38
 incumbency of officers, 2:40
 resolutions, 2:34, 2:39
 stockholder resolutions, 2:39
waiver of notice of meeting, 2:31

Mergers and acquisitions, directors' resolutions
 generally, 10:11 to 10:15
 constituent corporations, 15:1 to 15:5, 15:11 to 15:15
friendly tender offers, 16:1, 16:3
hostile tender offers, 16:2
hostile tender offer that becomes friendly, 16:3
merger sub, triangular mergers, 15:41 to 15:45
purchaser, resolutions of, 10:1 to 10:5
triangular mergers
 disappearing corporation, 15:31 to 15:35
 merger sub, 15:41 to 15:45
 surviving corporation, 15:21 to 15:25
WOS
 generally, 10:21 to 10:25

Questionnaires
 S-1 questionnaire, 7:2
 S-3 questionnaire, 7:6

DISAPPEARING CORPORATIONS

Mergers and acquisitions, resolutions, 15:11 to 15:20, 15:31 to 15:40

DISCLOSURE

Mergers and acquisitions, checklists
 Agriculture Foreign Investment Disclosure Act, 1:29
 Foreign Agents Registration Act, 1:23
 foreign direct investment, 1:24
 meeting of stockholders, notice of, 1:2

DIVIDENDS

Mergers and acquisitions, checklists, 1:63 to 1:65

DOCUMENTS

Records and Recording (this index)

ECONOMIC COOPERATION AND DEVELOPMENT, ORGANIZATION FOR

Mergers and acquisitions, 1:27

EMPLOYER AND EMPLOYEE

Contract of employment, standard form, 3:2
Mergers and acquisitions, employees and employee benefits, checklists, 1:12, 1:14, 1:39

ENEMY PROPERTY

Mergers and acquisitions, Trading with the Enemy Act, checklists, 1:33

ENERGY

Mergers and acquisitions, alien investments, checklists, 1:21

ERISA

Mergers and acquisitions, 1:12, 1:14, 1:39

ESCROW AGREEMENT

Standard form, 3:4
Underwriters, 4:10

ESTATE TAXES

Mergers and acquisitions, 1:32

EXAMINATION OF DOCUMENTS

Mergers and acquisitions, checklists
generally, 1:35, 1:36
underwriters and their lawyers in connection with public offerings, 1:66, 1:67

EXCHANGE OFFER

Mergers and acquisitions
 cash, stock for, 14:5, 14:6
 stock-for-stock agreements, 12:5 to 12:9
Standard form of merger agreement: stock-for-stock triangular merger
 generally, 12:6, 12:7
 company survives, 12:6
 merger sub survives, 12:7

EXON FLORIO ACT

Mergers and acquisitions, checklists, 1:22

FAIRNESS OPINION

Investment banking agreements, retention letter, 8:2

FEDERAL AVIATION ACT OF 1958

Mergers and acquisitions, 1:16

FEDERAL COMMUNICATIONS COMMISSION

Mergers and acquisitions, 1:18

FEDERAL LAWS

Mergers and Acquisitions (this index)

FEDERAL POWER ACT

Mergers and acquisitions, 1:21

FIDUCIARY DUTYMergers and acquisitions, breach, **1:2****FILES AND FILING**

Records and Recording (this index)

FINANCIAL ADVISORY AGREEMENTSInvestment banking agreements, **8:1****FIRST WAR POWERS ACT**Mergers and acquisitions, **1:33****FISHING VESSELS**Mergers and acquisitions, **1:30****FOREIGN STATE OR COUNTRY**

Mergers and Acquisitions (this index)

FRACTIONAL SHARESMergers and acquisitions, **1:2, 1:8****FRANCHISES**Mergers and acquisitions, **1:6, 1:13****FRAUD**Mergers and acquisitions, **1:2****FRIENDLY TENDER OFFER**Hostile tender offer that becomes friendly, **16:3**Merger agreements, **16:1, 16:3****GEOTHERMAL STEAM ACT OF 1970**Mergers and acquisitions, **1:31****GIFT TAXES**Mergers and acquisitions, **1:32****GOVERNMENT BENEFITS**Mergers and acquisitions, alien investments, checklists, **1:25****GOVERNMENT CONTRACTS**Mergers and acquisitions, checklists
foreign investments, **1:26**
material agreements and related matters, **1:6**
notification to stockholders and others, **1:13****GUARANTEES**Mergers and acquisitions, **1:6****HART SCOTT RODINO ACT**Mergers and acquisitions, **1:10, 1:14****HOSTILE TENDER OFFER**Hostile tender offer that becomes friendly, **16:3**
Merger agreements, **16:2, 16:3****IMMIGRATION AND NATIONALITY ACT**Mergers and acquisitions, **1:27****INCOME TAXES**Mergers and acquisitions, **1:11****INCORPORATION**

Charters, Bylaws, and Other Corporate Documents (this index)

INCUMBENCY OF OFFICERSCharters, bylaws, and other corporate documents, secretary's certification, **2:40****INSPECTORS**Charters, bylaws, and other corporate documents, stockholders' meetings, **2:21, 2:22****INSURANCE**Mergers and acquisitions
experience rating, **1:2**
material agreements and related matters, **1:6**
War Risk Insurance, **1:16, 1:30****INTENT, LETTER OF**Standard form, **3:1****INTERNATIONAL MATTERS**

Mergers and Acquisitions (this index)

INVESTMENT ADVISERS ACTMergers and acquisitions, **1:14****INVESTMENT BANKING AGREEMENTS**Generally, **8:1, 8:2****INVESTMENT COMPANY ACT**Mergers and acquisitions, **1:8, 1:28****ISSUER OF STOCK**Mergers and acquisitions, purchase of stock by issuer, checklists, **1:47 to 1:62****JONES ACT**Mergers and acquisitions, **1:21****JUDGMENTS, ORDERS, AND DECREES**Mergers and acquisitions, checklists, **1:12, 1:13****LETTER OF INTENT**Standard form, **3:1****LETTERS**Going public, corporate documents relating to, generally, **6:1 to 6:3**Intent, letter of, **3:1**Investment banking agreements, retention letter, **8:2**Underwriters, lock-up letters, **4:15, 4:16****LISTING REQUIREMENTS**Mergers and acquisitions, checklists
generally, **1:9**
controlling block, purchase and sale of, **1:41**
dividends and stock splits, **1:65**
issuer, purchase of stock by, **1:52****LOCK UP LETTERS**Underwriters, **4:15, 4:16**

MAIL AND MAILING

Charters, bylaws, and other corporate documents, affidavit of mailing of notice of stockholders' meeting, **2:18**

MARITIME MATTERS

Mergers and acquisitions, alien investments, checklists, **1:30**

MEETINGS

Charters, bylaws, and other corporate documents
agenda (script) for stockholders' meeting, **2:27**
attendance slip of stockholders' meetings, **2:23**
ballot for stockholders' meeting, **2:24 to 2:26**
checklist for stockholders' meetings, **2:30**
directors, above
inspector of stockholders' meeting, **2:21, 2:22**
mailing of notice of stockholders' meeting, affidavit of, **2:18**
minutes of meeting
generally, **2:7, 2:9, 2:12**
annual meeting of stockholders, **2:28**
directors, **2:33**
special meetings of stockholders, **2:29**
stockholders' meetings, **2:28, 2:29**
notice of meetings, generally, **2:16, 2:17**
stockholders' meetings, **2:14 to 2:30**
waiver of notice of meeting, generally, **2:5, 2:6, 2:11**

Mergers and acquisitions
director meetings
friendly tender offer, **16:1, 16:3**
hostile tender offer, **16:2**
hostile tender offer that becomes friendly, **16:3**
stockholders' meetings, **1:2**

MEMBERS AND MEMBERSHIP

Mergers and acquisitions, checklists, **1:12**

MEMORANDUM

Closing memoranda
mergers and acquisitions, **11:1 et seq.**
underwriters, **5:1 to 5:4**
Going public, corporate documents relating to, generally, **6:1 to 6:3**
Underwriters
blue sky memorandum, form of, **4:12, 4:13**
closing memoranda, **5:1 to 5:4**

MERCHANT MARINE

Mergers and acquisitions, **1:30**

MERGERS AND ACQUISITIONS

Abandonment, **1:2**
Accounting treatment, checklists
generally, **1:12**
controlling block, purchase and sale of, **1:43**
dividends and stock splits, **1:65**

MERGERS AND ACQUISITIONS—Cont'd

Accounting treatment, checklists—Cont'd
issuer, purchase of stock by, **1:59**
Agreements
generally, **9:1 to 9:5**
cash, stock for, **12:4, 14:1 to 14:9**
checklists
government contracts
foreign investments, **1:26**
material agreements and related matters, **1:6**
notification to stockholders and others, **1:13**
company survives, stock for debentures agreements, **13:2**
friendly tender offer, **16:1, 16:3**
hostile tender offer, **16:2**
hostile tender offer that becomes friendly, **16:3**
merger sub survives, stock for debentures agreements, **13:3**
standard form of acquisition agreement, below stock for debentures agreements, **13:1**
stock-for-stock, **12:1 et seq.**
Agriculture Foreign Investment Disclosure Act, **1:29**
Air transportation, alien investments, checklists, **1:16**
Alien investments in United States, checklists
generally, **1:15 to 1:34**
Agriculture Foreign Investment Disclosure Act, **1:29**
air transportation, **1:16**
banking, **1:17**
communications, **1:18**
customhouse brokers, **1:19**
defense, **1:20**
direct investment, **1:24**
energy, **1:21**
Exon-Florio Act, **1:22**
government benefits, **1:25**
government contracts, **1:26**
lands, foreign ownership, **1:29**
maritime matters, **1:30**
mining, **1:31**
national defense, **1:20**
patents, **1:34**
registration of foreign agents, **1:23**
taxation, **1:32**
telecommunications, **1:18**
Trading with the Enemy Act, **1:33**
Antitrust laws, checklists
generally, **1:10**
Federal law issues, **1:39**
foreign laws, **1:40**
reports and other filings, **1:14**
Appraisal rights, **1:2**

MERGERS AND ACQUISITIONS—Cont'd

Atomic Energy Act of 1954, **1:21**
 Banking, alien investments, checklists, **1:17**
 Bankruptcy laws, checklists
 generally, **1:12**
 issuer, purchase of stock by, **1:50**
 Berry Amendment, **1:26**
 Blue-sky laws, checklists, **1:8, 1:53**
 Brokers, checklists
 customhouse brokers, alien investments, **1:19**
 reports and other filings, **1:14**
 Buy-American Act, **1:26**
 Buy-sell agency, **1:2**
 Bylaws, **1:4**
 Cash, purchase of stock or assets for
 generally, **14:1 to 14:9**
 closing memoranda, **11:2, 11:4, 11:5**
 constituent corporations, resolutions of, **12:4, 15:4, 15:9, 15:14, 15:19**
 director resolutions, generally, **10:2, 10:5, 10:12, 10:14, 10:15**
 merger sub resolutions
 director resolutions, **15:44**
 stockholder resolutions, **15:49**
 portion of stock, **10:10**
 stockholder resolutions, generally, **10:7, 10:9, 10:17, 10:19, 10:20**
 triangular mergers
 director resolutions of disappearing corporation, **15:34**
 director resolutions of merger sub, **15:44**
 director resolutions of surviving corporation, **15:24**
 stockholder resolutions of disappearing corporation, **15:39**
 stockholder resolutions of merger sub, **15:49**
 stockholder resolutions of surviving corporation, **15:29**
 WOS resolutions
 director resolutions, **10:22, 10:24, 10:25**
 stockholder resolutions, **10:26, 10:29**
 Certificates of stock, checklists, **1:12**
 Charters and bylaws, **1:4**
 Checklists
 generally, **1:1 to 1:36**
 accounting treatment
 generally, **1:12**
 controlling block, purchase and sale of, **1:43**
 dividends and stock splits, **1:65**
 issuer, purchase of stock by, **1:59**
 Agriculture Foreign Investment Disclosure Act, **1:29**
 air transportation, alien investments, **1:16**
 alien investments in United States
 generally, **1:15 to 1:34**

MERGERS AND ACQUISITIONS—Cont'd

Checklists—Cont'd
 alien investments in United States—Cont'd
 Agriculture Foreign Investment Disclosure Act, **1:29**
 air transportation, **1:16**
 banking, **1:17**
 communications, **1:18**
 customhouse brokers, **1:19**
 defense, **1:20**
 direct investment, **1:24**
 energy, **1:21**
 Exon-Florio Act, **1:22**
 government benefits, **1:25**
 government contracts, **1:26**
 lands, foreign ownership, **1:29**
 maritime matters, **1:30**
 mining, **1:31**
 national defense, **1:20**
 patents, **1:34**
 registration of foreign agents, **1:23**
 taxation, **1:32**
 telecommunications, **1:18**
 Trading with the Enemy Act, **1:33**
 antitrust laws
 generally, **1:10**
 Federal law issues, **1:39**
 foreign laws, **1:40**
 reports and other filings, **1:14**
 authority for acquisition, **1:5**
 banking, alien investments, **1:17**
 bankruptcy laws
 generally, **1:12**
 issuer, purchase of stock by, **1:50**
 blue-sky laws, **1:8, 1:53**
 brokers
 customhouse brokers, alien investments, **1:19**
 reports and other filings, **1:14**
 certificates of stock, **1:12**
 charters and bylaws, **1:4**
 communications, alien investments, **1:18**
 confidentiality agreements, **1:12**
 contracts and agreements
 controlling block, purchase and sale of, **1:42**
 dividends and stock splits, **1:65**
 government contracts
 foreign investments, **1:26**
 material agreements and related matters, **1:6**
 notification to stockholders and others, **1:13**
 international agreements, commitments, and treaties, **1:27, 1:32**
 issuer, purchase of stock by, **1:51**

MERGERS AND ACQUISITIONS—Cont'd

Checklists—Cont'd
 contracts and agreements—Cont'd
 material agreements and related matters, 1:6
 noncompetition agreements, 1:12
 notification to stockholders and others, 1:13
 controlling block, purchase and sale of, 1:37 to 1:46
 customhouse brokers, alien investments, 1:19
 defense, alien investments, 1:20
 disclosure
 Agriculture Foreign Investment Disclosure Act, 1:29
 Foreign Agents Registration Act, 1:23
 foreign direct investment, 1:24
 meeting of stockholders, notice of, 1:2
 dividends and stock splits, 1:63 to 1:65
 employees and employee benefits, 1:12, 1:14, 1:39
 energy, alien investments, 1:21
 examination of documents in connection with acquisition
 generally, 1:35, 1:36
 underwriters and their lawyers in connection with public offerings, 1:66, 1:67
 Exxon-Florio Act, 1:22
 federal laws, generally, 1:8
 files and filing
 generally, 1:14, 1:62
 examination of documents in connection with acquisition
 generally, 1:35, 1:36
 underwriters and their lawyers in connection with public offerings, 1:66, 1:67
 foreign state or country, generally, 1:3, 1:12, 1:15 to 1:34
 friendly tender offer, 16:1, 16:3
 government benefits, alien investments, 1:25
 government contracts
 foreign investments, 1:26
 material agreements and related matters, 1:6
 notification to stockholders and others, 1:13
 hostile tender offer, 16:2
 hostile tender offer that becomes friendly, 16:3
 international matters, generally, 1:3, 1:12, 1:15 to 1:34
 issuer, purchase of stock by, 1:47 to 1:62
 judgments, orders, and decrees, 1:12, 1:13
 lands, foreign ownership, 1:29, 1:54
 listing requirements
 generally, 1:9
 controlling block, purchase and sale of, 1:41
 dividends and stock splits, 1:65
 issuer, purchase of stock by, 1:52
 maritime matters, alien investments, 1:30
 material agreements and related matters, 1:6

MERGERS AND ACQUISITIONS—Cont'd

Checklists—Cont'd
 meeting of stockholders, notice of, 1:2
 memberships of acquired company, 1:12
 mining, alien investments, 1:31
 national defense, alien investments, 1:20
 noncompetition agreements, 1:12
 notification to stockholders and others generally, 1:13
 controlling block, purchase and sale of, 1:45
 dividends and stock splits, 1:65
 friendly tender offer, 16:1, 16:3
 hostile tender offer, 16:2
 hostile tender offer that turns friendly, 16:3
 issuer, purchase of stock by, 1:61
 meeting of stockholders, 1:2
 patents, alien investments, 1:34
 payment problems, 1:12
 pending litigation
 generally, 1:7
 controlling block, purchase and sale of, 1:44
 records and recording
 generally, 1:14, 1:62
 examination of documents in connection with acquisition
 generally, 1:35, 1:36
 underwriters and their lawyers in connection with public offerings, 1:66, 1:67
 registration
 federal and state securities laws, 1:8
 foreign agents, 1:23
 reports, 1:14, 1:62
 retirement of purchased stock, 1:60
 specially regulated industries, 1:12, 1:55
 state laws, generally, 1:2, 1:8
 taxation
 generally, 1:11
 alien investments, 1:32
 controlling block, purchase and sale of, 1:39
 dividends and stock splits, 1:65
 issuer, purchase of stock by, 1:58
 telecommunications, alien investments, 1:18
 Trading with the Enemy Act, 1:33
 underwriters and their lawyers, examination of documents in connection with public offering, 1:66, 1:67
 warranty obligations, 1:12
 Classified information, 1:20
 Closing memoranda, 11:1 et seq.
 Communications, alien investments, checklists, 1:18
 Communist countries, 1:33
 Confidentiality agreements, checklists, 1:12
 Consent of stockholders, 1:2

MERGERS AND ACQUISITIONS—Cont'd

Constituent companies

- cash, stock for, **12:4, 14:1 to 14:9**
- checklists, **1:2**
- resolutions for merger, **15:1 to 15:20**
- stock-for-cash agreements, **12:4**
- stock for debentures agreements, **13:1**
- stock-for-stock agreements, **12:1, 12:5**

Contracts and agreements

- generally, **9:1 to 9:5**
- cash, stock for, **14:1 to 14:9**
- checklists
- controlling block, purchase and sale of, **1:42**
- dividends and stock splits, **1:65**
- government contracts
 - foreign investments, **1:26**
 - material agreements and related matters, **1:6**
 - notification to stockholders and others, **1:13**
- international agreements, commitments, and treaties, **1:27, 1:32**
- issuer, purchase of stock by, **1:51**
- material agreements and related matters, **1:6**
- noncompetition agreements, **1:12**
- notification to stockholders and others, **1:13**
- company survives, stock for debentures agreements, **13:2**
- merger sub survives, stock for debentures agreements, **13:3**
- standard form of acquisition agreement: stock-for-stock triangular merger, below
- standard form of merger agreement: stock-for-stock triangular merger, below
- stock for debentures agreements, **13:1**
- stock-for-stock, **12:1 et seq.**

Controlling block, purchase and sale of, checklists, **1:37 to 1:46**

Currency and exchange laws, **1:3, 1:40**

Customhouse brokers, alien investments, checklists, **1:19**

Debt, common stock exchanged for

- constituent corporations, resolutions of, **15:5, 15:10**
- disappearing corporations, resolutions of, **15:15, 15:20**

triangular mergers, resolutions for

- director resolutions of disappearing corporation, **15:35**
- director resolutions of merger sub, **15:45**
- director resolutions of surviving corporation, **15:25**
- stockholder resolutions of disappearing corporation, **15:40**
- stockholder resolutions of merger sub, **15:50**

MERGERS AND ACQUISITIONS—Cont'd

Debt, common stock exchanged for—Cont'd

- triangular mergers, resolutions for—Cont'd
- stockholder resolutions of surviving corporation, **15:30**

Decrees, checklists, **1:12, 1:13**

Defense, alien investments, checklists, **1:20**

Desert Land Act of 1877, **1:29**

Directors' resolutions

- generally, **10:11 to 10:15**
- constituent corporations, **15:1 to 15:5, 15:11 to 15:15**
- friendly tender offer, **16:1, 16:3**
- hostile tender offer, **16:2**
- hostile tender offer that becomes friendly, **16:3**
- merger sub, triangular mergers, **15:41 to 15:45**
- purchaser, resolutions of, **10:1 to 10:5**
- triangular mergers
 - disappearing corporation, **15:31 to 15:35**
 - merger sub, **15:41 to 15:45**
 - surviving corporation, **15:21 to 15:25**
- WOS, **10:21 to 10:25**
 - generally, **10:21 to 10:25**

Disappearing corporations, resolutions of, **15:11 to 15:20, 15:31 to 15:40**

Disclosure, checklists

- Agriculture Foreign Investment Disclosure Act, **1:29**
- Foreign Agents Registration Act, **1:23**
- foreign direct investment, **1:24**
- meeting of stockholders, notice of, **1:2**

Dividends and stock splits, checklists, **1:63 to 1:65**

Economic cooperation and development, organization for, **1:27**

Employees and employee benefits, checklists, **1:12, 1:14, 1:39**

Enemy property, Trading with the Enemy Act, checklists, **1:33**

Energy, alien investments, checklists, **1:21**

ERISA, **1:12, 1:14, 1:39**

Estate taxes, **1:32**

Examination of documents in connection with acquisition, checklists

- generally, **1:35, 1:36**
- underwriters and their lawyers in connection with public offerings, **1:66, 1:67**

Exchange offer

- cash, stock for, **14:5, 14:6**
- standard form of merger agreement: stock-for-stock triangular merger with exchange offer, **12:6, 12:7**
 - stock-for-stock agreements, **12:5 to 12:9**

Exon-Florio Act, checklists, **1:22**

Federal Aviation Act of 1958, **1:16**

Federal Communications Commission, **1:18**

MERGERS AND ACQUISITIONS—Cont'd

- Federal laws. Checklists, above
- Federal Power Act, **1:21**
- Fiduciary duty, breach of, **1:2**
- Files and filing, checklists
 - generally, **1:14, 1:62**
 - examination of documents in connection with acquisition
 - generally, **1:35, 1:36**
 - underwriters and their lawyers in connection with public offerings, **1:66, 1:67**
- First War Powers Act, **1:33**
- Fishing vessels, **1:30**
- Foreign state or country. Checklists, above
- Fractional shares, **1:2, 1:8**
- Franchises, **1:6, 1:13**
- Fraud, **1:2**
- Geothermal Steam Act of 1970, **1:31**
- Gift taxes, **1:32**
- Government benefits, alien investments, checklists, **1:25**
- Government contracts, checklists
 - foreign investments, **1:26**
 - material agreements and related matters, **1:6**
 - notification to stockholders and others, **1:13**
- Government contracts, foreign investments, checklists, **1:26**
- Guarantees, **1:6**
- Hart-Scott-Rodino Act, **1:10, 1:14**
- Immigration and Nationality Act, **1:27**
- Income taxes, **1:11**
- Insurance
 - experience rating, **1:2**
 - material agreements and related matters, **1:6**
 - War Risk Insurance, **1:16, 1:30**
- International matters. Checklists, above
- Investment Advisers Act, **1:14**
- Investment Company Act, **1:8, 1:28**
- Issuer, purchase of stock by, checklists, **1:47 to 1:62**
- Jones Act, **1:21**
- Judgments, orders, and decrees, checklists, **1:12, 1:13**
- Listing requirements, checklists
 - generally, **1:9**
 - controlling block, purchase and sale of, **1:41**
 - dividends and stock splits, **1:65**
 - issuer, purchase of stock by, **1:52**
- Maritime matters, alien investments, checklists, **1:30**
- Material agreements and related matters, checklists, **1:6**
- Meeting of stockholders, **1:2**
- Memberships of acquired company, checklists, **1:12**
- Merchant marine, **1:30**

MERGERS AND ACQUISITIONS—Cont'd

- Merger sub resolutions, **15:41 to 15:50**
- Merger sub survives stock for cash triangular merger with tender offer, **14:4**
- Military, **1:26**
- Mining, alien investments, checklists, **1:31**
- Minority interests, **1:2**
- Mortgage recording taxes, **1:11**
- Name of corporation, **1:2**
- NASD, notice to, **1:13**
- National Association of Securities Dealers, notice to, **1:13**
- National Association of Securities Dealers (NASD), notice to, **1:13**
- National defense, alien investments, checklists, **1:20**
- National Resources Act of 1877, **1:29**
- National security interests, **1:22**
- Natural Gas Act, **1:21**
- Noncompetition agreements, checklists, **1:12**
- Notification to stockholders and others, checklists
 - generally, **1:13**
 - controlling block, purchase and sale of, **1:45**
 - dividends and stock splits, **1:65**
 - friendly tender offer, **16:1, 16:3**
 - hostile tender offer, **16:2**
 - hostile tender offer that turns friendly, **16:3**
 - issuer, purchase of stock by, **1:61**
 - meeting of stockholders, **1:2**
- Nuclear Regulatory Commission, **1:21**
- OECD, **1:27**
- Offerings
 - company survives, cash, stock for, **14:7 to 14:9**
 - examination of documents by underwriters and their lawyers in connection with public offering, checklists, **1:66**
 - exchange offer
 - cash, stock for, **14:5, 14:6, 14:8**
 - stock-for-stock agreements, **12:5 to 12:9**
 - merger sub survives stock for cash triangular merger with tender offer, **14:4**
 - tender offer
 - cash, stock for, **14:3, 14:4, 14:9**
 - friendly tender offer, **16:1, 16:3**
 - hostile tender offer, **16:2**
 - hostile tender offer that becomes friendly, **16:3**
 - One share and one warrant
 - disappearing corporation, common stock exchanged for units consisting of one share of common stock and one warrant, **15:12, 15:17, 15:32, 15:37**
 - merger sub, common stock exchanged for units consisting of one share of common stock and one warrant, **15:42, 15:47**

MERGERS AND ACQUISITIONS—Cont'd

One share and one warrant—Cont'd
 merger sub resolutions, common stock exchanged for units consisting of one share of common stock and one warrant, **15:42, 15:47**
 surviving corporation, common stock exchanged for units consisting of one share of common stock and one warrant, **15:2, 15:7, 15:22, 15:27**
 Orders and decrees, checklists, **1:12, 1:13**
 Outer Continental Shelf Lands Act of 1953, **1:31**
 Patents, alien investments, checklists, **1:34**
 Payment problems, checklists, **1:12**
 Pending litigation, checklists
 generally, **1:7**
 controlling block, purchase and sale of, **1:44**
 Political contributions, **1:23**
 Preferred stock, common stock exchanged for disappearing corporations, **15:13, 15:18, 15:33, 15:38**
 merger sub resolutions, **15:43, 15:48**
 surviving corporations, **15:3, 15:8, 15:23, 15:28**
 Press releases, **1:13**
 Price, **1:2**
 Property taxes, **1:11**
 Qualification to do business in foreign states, **1:2**
 Quorum, **1:2**
 Records and recording, checklists
 generally, **1:14, 1:62**
 examination of documents in connection with acquisition
 generally, **1:35, 1:36**
 underwriters and their lawyers in connection with public offerings, **1:66, 1:67**
 Registration, checklists
 federal and state securities laws, **1:8**
 foreign agents, **1:23**
 Reports, checklists, **1:14, 1:62**
 Resolutions
 generally, **10:1 et seq., 15:1 et seq.**
 constituent companies, **15:1 to 15:20**
 directors' resolutions
 generally, **10:11 to 10:15**
 constituent corporations, **15:1 to 15:5, 15:11 to 15:15**
 friendly tender offer, **16:1, 16:3**
 hostile tender offer, **16:2**
 hostile tender offer that becomes friendly, **16:3**
 merger sub, **15:41 to 15:45**
 purchaser, resolutions of, **10:1 to 10:5**
 triangular mergers
 disappearing corporation, **15:31 to 15:35**
 merger sub, **15:41 to 15:45**

MERGERS AND ACQUISITIONS—Cont'd

Resolutions—Cont'd
 directors' resolutions—Cont'd
 triangular mergers—Cont'd
 surviving corporation, **15:21 to 15:25**
 WOS, **10:21 to 10:25**
 generally, **10:21 to 10:25**
 disappearing corporations, **15:11 to 15:20, 15:31 to 15:40**
 merger sub, **15:41 to 15:50**
 stockholder resolutions
 generally, **10:16 to 10:20**
 constituent corporations, **15:6 to 15:10, 15:16 to 15:20**
 merger sub, **15:46 to 15:50**
 purchaser, **10:6 to 10:10**
 triangular mergers, **15:26 to 15:30, 15:36 to 15:40, 15:46 to 15:50**
 WOS, **10:26 to 10:29**
 surviving corporations, **15:1 to 15:10, 15:21 to 15:30**
 triangular mergers, **15:21 to 15:50**
 WOS, **10:21 to 10:30**
 Retirement of purchased stock, checklists, **1:60**
 Sales and use taxes, **1:11**
 Security clearance, **1:20**
 Severance pay, **1:12**
 Sherman Act, **1:10**
 Ships and shipping, alien investments, checklists, **1:30**
 Specially regulated industries, checklists, **1:12, 1:55**
 Splits of stock, checklists, **1:63 to 1:65**
 Standard form of acquisition agreement
 assets of acquired corporation for cash, **9:4**
 portion of acquired corporation's stock for cash, **9:5**
 stock-for-stock, **9:3**
 stock of acquired corporation for cash, **9:2, 9:5**
 substantially all of seller's assets for purchaser's stock, **9:1**
 Standard form of merger agreement: cash, stock for
 company survives, **14:7, 14:8**
 exchange offer, with, **14:6, 14:8**
 merger sub survives, **14:2, 14:6**
 tender offer, with, **14:9**
 Standard form of merger agreement: stock for stock merger of the constituent companies with tender offer, **12:8**
 Standard form of merger agreement: stock-for-stock triangular merger
 generally, **12:2, 12:3**
 company survives, **12:3, 12:6**
 exchange offer, with, **12:6, 12:7**
 merger sub survives, **12:2, 12:7**

MERGERS AND ACQUISITIONS—Cont'd

Standard form of merger agreement: stock for stock triangular merger with tender offer, merger sub survives, **12:9**
State laws. Checklists, above
Stock for debentures agreements, **13:1**
 company survives, **13:2**
 merger sub survives, **13:3**
Stock-for-stock agreements, **9:3, 12:1 et seq.**
Surviving corporations, generally, **14:7 to 14:9, 15:1 to 15:10, 15:21 to 15:30**
Tariff Act of 1930, **1:19**
Taxation, checklists
 generally, **1:11**
 alien investments, **1:32**
 controlling block, purchase and sale of, **1:39**
 dividends and stock splits, **1:65**
 issuer, purchase of stock by, **1:58**
Telecommunications, alien investments, checklists, **1:18**
Tender offer
 cash, stock for, **14:3, 14:4, 14:9**
 friendly tender offer, **16:1, 16:3**
 hostile tender offer, **16:2**
 hostile tender offer that becomes friendly, **16:3**
Trading with the Enemy Act, checklists, **1:33**
Transfer agents and registrars, notice to, **1:13**
Transfer taxes, **1:11**
Treaties, checklists, **1:27, 1:32**
Triangular mergers
 generally, **14:2, 14:4, 14:6 to 14:9**
 company survives, stock for debentures agreements, **13:2**
 merger sub survives, stock for debentures agreements, **13:3**
 resolutions, **15:21 to 15:50**
 standard form of merger agreement: cash, stock for, above
 standard form of merger agreement: stock-for-stock triangular merger, above
 stock-for-stock agreements, **12:2, 12:3, 12:6, 12:7, 12:9**
Trustees, notice to, **1:13**
Trust Indenture Act, **1:28**
Underwriters and their lawyers, examination of documents in connection with public offering, checklists, **1:66, 1:67**
Use taxes, **1:11**
Votes and voting, **1:2, 1:41**
Warranty obligations, checklists, **1:12**
War Risk Insurance, **1:16, 1:30**
Waste of corporate assets, **1:2**
WOS resolutions, **10:21 to 10:30**

MERGER SUB RESOLUTIONS

Mergers and acquisitions, **15:41 to 15:50**

MERGER SUB RESOLUTIONS—Cont'd

Standard form of merger agreement, stock for cash triangular merger with tender offer, merger sub survives, **14:4**

MILITARY

Mergers and acquisitions, **1:26**

MINING

Mergers and acquisitions, alien investments, checklists, **1:31**

MINORITY INTERESTS

Mergers and acquisitions, **1:2**

MINUTES OF MEETING

Charters, bylaws, and other corporate documents generally, **2:7, 2:9, 2:12**
annual meeting of stockholders, **2:28**
directors, **2:33**
special meetings of stockholders, **2:29**
stockholders' meetings, **2:28, 2:29**

MONOPOLIES AND RESTRAINTS OF TRADE

Mergers and acquisitions, checklists, **1:10, 1:14, 1:39, 1:40**

MORTGAGE RECORDING TAXES

Mergers and acquisitions, **1:11**

NAME OF CORPORATION

Mergers and acquisitions, **1:2**

NATIONAL ASSOCIATION OF SECURITIES DEALERS (NASD)

Mergers and acquisitions, notice, **1:13**

NATIONAL DEFENSE

Mergers and acquisitions, alien investments, checklists, **1:20**

NATIONAL RESOURCES ACT OF 1877

Mergers and acquisitions, **1:29**

NATIONAL SECURITY INTERESTS

Mergers and acquisitions, **1:22**

NATURAL GAS ACT

Mergers and acquisitions, **1:21**

NEW YORK

Charters, bylaws, and other corporate documents by-laws, **2:3**
charter, **2:1**
minutes of incorporators meeting, **2:9**
statement of organization, **2:10**
stockholders' meeting, checklist for, **2:30**
waiver of notice of incorporators meeting, **2:6**

NONCOMPETITION AGREEMENTS

Mergers and acquisitions, checklists, **1:12**

NOTICE**Charters, Bylaws, and Other Corporate Documents** (this index)

- Mergers and acquisitions, notification to stockholders and others, checklists generally, **1:13**
- controlling block, purchase and sale of, **1:45**
- dividends and stock splits, **1:65**
- friendly tender offer, **16:1, 16:3**
- hostile tender offer, **16:2**
- hostile tender offer that becomes friendly, **16:3**
- issuer, purchase of stock by, **1:61**
- meeting of stockholders, **1:2**

NUCLEAR REGULATORY COMMISSION

- Mergers and acquisitions, **1:21**

OATHS

- Charters, bylaws, and other corporate documents, oath of inspector of stockholders' meeting, **2:22**

OECD

- Mergers and acquisitions, **1:27**

OFFERINGS**Charters, Bylaws, and Other Corporate Documents** (this index)

- Mergers and acquisitions
 - company survives, cash, stock for, **14:7 to 14:9**
 - examination of documents by underwriters and their lawyers in connection with public offering, checklists, **1:66**
 - exchange offer
 - cash, stock for, **14:5, 14:6, 14:8**
 - stock-for-stock agreements, **12:5 to 12:9**
 - tender offer
 - cash, stock for, **14:3, 14:4, 14:9**
 - friendly tender offer, **16:1, 16:3**
 - hostile tender offer, **16:2**
 - hostile tender offer that becomes friendly, **16:3**
 - merger sub survives stock for cash triangular merger with tender offer, **14:4**
 - Underwriters, closing memorandum, **5:1 to 5:4**

OFFICERS AND DIRECTORS

- Charters, bylaws, and other corporate documents generally, **2:31 to 2:36**
- consent, **2:36**
- meetings, generally, **2:11, 2:12**
- memorandum to directors and officers regarding going public, **6:1 to 6:3**
- minutes of meeting, **2:33**
- notice of meeting, generally, **2:32**
- resignation, **2:35**

OFFICERS AND DIRECTORS—Cont'd

- Charters, bylaws, and other corporate documents
 - Cont'd
 - resolutions
 - secretary's certification, **2:34**
 - stockholders' meetings, **2:34**
 - secretary's certification by-laws, **2:37**
 - director resolutions, **2:38**
 - incumbency of officers, **2:40**
 - resolutions, **2:34, 2:39**
 - stockholder resolutions, **2:39**
 - waiver of notice of meeting, **2:31**
- Mergers and acquisitions, directors' resolutions generally, **10:11 to 10:15**
- constituent corporations, **15:1 to 15:5, 15:11 to 15:15**
 - friendly tender offer, **16:1, 16:3**
 - hostile tender offer, **16:2**
 - hostile tender offer that becomes friendly, **16:3**
 - purchaser, resolutions of, **10:1 to 10:5**
 - triangular mergers, **15:21 to 15:25, 15:31 to 15:35, 15:45 to 15:49**
- WOS, **10:21 to 10:25**

Questionnaires

- S-1 questionnaire, **7:2**
- S-3 questionnaire, **7:6**

ONE SHARE AND ONE WARRANT

- Charters, bylaws, and other corporate documents, offering of units consisting of one share and one warrant, **2:42, 2:43, 2:47, 2:49, 6:5, 6:6, 6:10, 6:11**

- Mergers and acquisitions
 - disappearing corporation, common stock exchanged for units consisting of one share of common stock and one warrant, **15:12, 15:17, 15:32, 15:37**
 - merger sub resolutions, common stock exchanged for units consisting of one share of common stock and one warrant, **15:42, 15:47**
 - surviving corporation, common stock exchanged for units consisting of one share of common stock and one warrant, **15:2, 15:7, 15:22, 15:27**
- Underwriters, offering of units consisting of one share and one warrant, **5:2**

ORDERS AND DECREES

- Mergers and acquisitions, checklists, **1:12, 1:13**

OUTER CONTINENTAL SHELF LANDS ACT OF 1953

- Mergers and acquisitions, **1:31**

PAPERS

- Records and Recording (this index)

PATENTS

Mergers and acquisitions, alien investments, checklists, **1:34**

PAYMENT PROBLEMS

Mergers and acquisitions, checklists, **1:12**

PENDING LITIGATION

Mergers and acquisitions, checklists generally, **1:7**
controlling block, purchase and sale of, **1:44**

POLITICAL CONTRIBUTIONS

Mergers and acquisitions, **1:23**

POWER OF ATTORNEY

Underwriters, **4:9, 4:11**

PREFERRED STOCK

Charters, bylaws, and other corporate documents, **2:44, 2:49**

Mergers and acquisitions, common stock exchanged for preferred stock
disappearing corporations, **15:13, 15:18, 15:33, 15:38**
merger sub resolutions, **15:43, 15:48**
surviving corporations, **15:3, 15:8, 15:23, 15:28**

PRESS RELEASES

Mergers and acquisitions, **1:13**

PRICE

Charters, bylaws, and other corporate documents, pricing resolutions, **2:46 to 2:50, 6:9 to 6:13**
Mergers and acquisitions, **1:2**

PRIVATE PLACEMENT

Charters, Bylaws, and Other Corporate Documents (this index)

PROPERTY TAXES

Mergers and acquisitions, **1:11**

PROXIES

Charters, bylaws, and other corporate documents, **2:19, 2:20**
Questionnaires, **7:1**

PUBLICITY

Memorandum to directors and officers regarding publicity during registration, **6:3**

PUBLIC OFFERINGS

Offerings (this index)

PURCHASES AND PURCHASERS

Sale or Transfer of Property (this index)

QUALIFICATIONS

Mergers and acquisitions, qualification to do business in foreign states, **1:2**

QUESTIONNAIRES

Generally, **7:1 et seq.**

Directors, officers and 5 percent security holders

S-1 questionnaire, **7:2**

S-3 questionnaire, **7:6**

Proxy statement and 10-K questionnaire, **7:1**

S-1 questionnaire

directors, officers and 5 percent security holders, **7:2**

selling security holders, **7:3**

S-3 questionnaire

directors, officers and 5 percent security holders, **7:6**

selling security holders, **7:7**

Schedule 13D questionnaire, **7:8**

Selling security holders

S-1 questionnaire, **7:3**

S-2 questionnaire, **7:5**

S-3 questionnaire, **7:7**

Underwriters, **4:8**

QUORUM

Mergers and acquisitions, **1:2**

RECORDS AND RECORDING

Generally. **Charters, Bylaws, and Other Corporate Documents** (this index)

Mergers and acquisitions, checklists

generally, **1:14, 1:62**

examination of documents in connection with acquisition

generally, **1:35, 1:36**

underwriters and their lawyers in connection with public offerings, **1:66, 1:67**

REGISTRATION

Memorandum to directors and officers regarding publicity during registration, **6:3**

Mergers and acquisitions, checklists

federal and state securities laws, **1:8**

foreign agents, **1:23**

REPORTS

Mergers and acquisitions, checklists, **1:14, 1:62**

RESIGNATION

Charters, bylaws, and other corporate documents, resignation of directors, **2:35**

RESOLUTIONS

Charters, bylaws, and other corporate documents generally, **2:41 to 2:50**

debt, offering of, **2:45, 2:50, 6:8, 6:13**

directors

secretary's certification, **2:34**

stockholders' meetings, **2:34**

one share and one warrant, offering of units

consisting of, **2:42, 2:43, 2:47, 2:49, 6:5,**

6:6, 6:10, 6:11

RESOLUTIONS—Cont'd

Charters, bylaws, and other corporate documents
 —Cont'd
 preferred stock, offerings of, **2:44, 2:49**
 pricing resolutions, **2:46 to 2:50, 6:9 to 6:13**
 private placement, generally, **2:41 to 2:50**
 secretary's certification, **2:34, 2:39**
 selling stockholders, generally, **6:4, 6:7**
 stock offerings, generally, **2:41, 6:4, 6:7**
 Mergers and acquisitions
 generally, **10:1 et seq., 15:1 et seq.**
 constituent companies, **15:1 to 15:20**
 directors' resolutions
 generally, **10:11 to 10:15**
 constituent corporations, **15:1 to 15:5, 15:11 to 15:15**
 friendly tender offer, **16:1, 16:3**
 hostile tender offer, **16:2**
 hostile tender offer that becomes friendly, **16:3**
 merger sub, **15:41 to 15:45**
 purchaser, resolutions of, **10:1 to 10:5**
 triangular mergers
 disappearing corporation, **15:31 to 15:35**
 merger sub, **15:41 to 15:45**
 surviving corporation, **15:21 to 15:25**
 WOS
 generally, **10:21 to 10:25**
 disappearing corporations, **15:11 to 15:20, 15:31 to 15:40**
 merger sub, **15:41 to 15:50**
 stockholder resolutions
 generally, **10:16 to 10:20**
 constituent corporations, **15:6 to 15:10, 15:16 to 15:20**
 merger sub, **15:46 to 15:50**
 purchaser, **10:6 to 10:10**
 triangular mergers, **15:26 to 15:30, 15:36 to 15:40, 15:46 to 15:50**
 WOS, **10:26 to 10:29**
 surviving corporations, **15:1 to 15:10, 15:21 to 15:30**
 triangular mergers, **15:21 to 15:50**
 WOS, **10:21 to 10:30**

RESTRAINTS OF TRADE

Mergers and acquisitions, checklists, **1:10, 1:14, 1:39, 1:40**

RETENTION LETTER

Investment banking agreements, **8:2**

RETIREMENT OF STOCK

Mergers and acquisitions, checklists, **1:60**

SALE OR TRANSFER OF PROPERTY

Charters, Bylaws, and Other Corporate Documents (this index)

SALE OR TRANSFER OF PROPERTY

—Cont'd

Mergers and Acquisitions (this index)
 Questionnaires to selling security holders
 S-1 questionnaire, **7:3**
 S-2 questionnaire, **7:5**
 S-3 questionnaire, **7:7**
 Underwriters
 closing memorandum, **5:1 to 5:3**
 debt selling agreement, **4:7**
 standard form, **4:6**
 stockholders, generally, **4:3, 4:4, 4:10, 4:11, 4:15, 4:16**

SALES AND USE TAXES

Mergers and acquisitions, **1:11**

SCHEDULE 13D QUESTIONNAIRE

Generally, **7:8**

SCRIPT

Charters, bylaws, and other corporate documents, agenda (script) for stockholders' meeting, **2:27**

SECRETARY'S CERTIFICATION

Charters, bylaws, and other corporate documents by-laws, **2:37**
 director resolutions, **2:38**
 incumbency of officers, **2:40**
 resolutions, **2:34, 2:39**
 stockholder resolutions, **2:39**

SECURITY CLEARANCE

Mergers and acquisitions, **1:20**

SEVERANCE PAY

Mergers and acquisitions, **1:12**

SHERMAN ACT

Mergers and acquisitions, **1:10**

SHIPS AND SHIPPING

Mergers and acquisitions, alien investments, checklists, **1:30**

SPECIALLY REGULATED INDUSTRIES

Mergers and acquisitions, checklists, **1:12, 1:55**

SPECIAL MEETINGS OF STOCKHOLDERS

Charters, bylaws, and other corporate documents, **2:17, 2:26, 2:29**

SPLITS OF STOCK

Mergers and acquisitions, checklists, **1:63 to 1:65**

STATE LAWS

Mergers and Acquisitions (this index)

STATEMENT OF ORGANIZATION

Charters, bylaws, and other corporate documents, **2:8, 2:10**

SUBSCRIPTIONS TO STOCK

Charters, bylaws, and other corporate documents, **2:13**

SURVEYS

Underwriters, form of legal investment survey, **4:14**

SURVIVING CORPORATIONS

Mergers and Acquisitions (this index)

TARIFF ACT OF 1930

Mergers and acquisitions, **1:19**

TAXATION

Mergers and acquisitions, checklists generally, **1:11**
alien investments, **1:32**
controlling block, purchase and sale of, **1:39**
dividends and stock splits, **1:65**
issuer, purchase of stock by, **1:58**

TELECOMMUNICATIONS

Mergers and acquisitions, alien investments, checklists, **1:18**

TENDER OFFER

Mergers and acquisitions
cash, stock for, **12:4, 14:3, 14:4, 14:9**
friendly tender offer, **16:1**
hostile tender offer, **16:2**
hostile tender offer that becomes friendly, **16:3**
merger sub survives stock for cash triangular merger with tender offer, **14:4**
stock for stock merger of the constituent companies with tender offer, **12:8**
stock for stock triangular merger with tender offer, merger sub survives, **12:9**

TRADING WITH THE ENEMY ACT

Mergers and acquisitions, checklists, **1:33**

TRANSFER AGENTS AND REGISTRARS

Mergers and acquisitions, notice, **1:13**

TRANSFER OF PROPERTY

Sale or Transfer of Property (this index)

TRANSFER TAXES

Mergers and acquisitions, **1:11**

TREATIES

Mergers and acquisitions, checklists, **1:27, 1:32**

TRIANGULAR MERGERS

Cash, purchase of stock or assets for
director resolutions of disappearing corporation, **15:34**
director resolutions of merger sub, **15:44**
director resolutions of surviving corporation, **15:24**

TRIANGULAR MERGERS—Cont'd

Cash, purchase of stock or assets for—Cont'd
stockholder resolutions of disappearing corporation, **15:39**

stockholder resolutions of merger sub, **15:49**

stockholder resolutions of surviving corporation, **15:29**

Resolutions, **15:21 to 15:50**

Standard form of merger agreement: cash, stock for

company survives, **14:7 to 14:9**

exchange offer, with, **14:6, 14:8**

merger sub survives, **14:2, 14:6**

tender offer, with, **14:9**

Standard form of merger agreement: stock-for-stock triangular merger

generally, **12:2, 12:3**

company survives, **12:3, 12:7**

exchange offer, with, **12:6, 12:7**

merger sub survives, **12:2, 12:7**

Stock for debentures agreements

company survives, **13:2**

merger sub survives, **13:3**

Stock-for-stock agreements, **12:2, 12:3, 12:6, 12:7**

TRUSTEES

Mergers and acquisitions, notice, **1:13**

TRUST INDENTURE ACT

Mergers and acquisitions, **1:28**

UNDERWRITERS

Agreement among underwriters, generally, **4:1**

Blue sky memorandum, form of, **4:12, 4:13**

Closing memoranda, **5:1 to 5:4**

Contracts and agreements among underwriters, generally, **4:1**

Debts

agreement, form of, **4:2, 4:5, 4:7**

closing memorandum, debt offering, **5:4**

Documents, generally, **4:1 to 4:16**

Escrow agreement for selling stockholder, form of, **4:10**

Lock-up letters, **4:15, 4:16**

Memorandum

blue sky memorandum, form of, **4:12, 4:13**

closing memoranda, **5:1 to 5:4**

Mergers and acquisitions, examination of documents by underwriters and their lawyers in connection with public offering, checklists, **1:66, 1:67**

Offerings, closing memorandum, **5:1 to 5:4**

One share and one warrant, offering of units consisting of, **5:2**

Power of attorney, form of, **4:9, 4:11**

Questionnaire, form of, **4:8**

UNDERWRITERS—Cont'd

Sales

- closing memorandum, **5:1 to 5:3**
- debt selling agreement, **4:7**
- standard form, **4:6**
- stockholders, generally, **4:3, 4:4, 4:10, 4:11, 4:15, 4:16**

Survey of legal investments, form of, **4:14**

USE TAXES

Mergers and acquisitions, **1:11**

VOTES AND VOTING

Charters, bylaws, and other corporate documents, ballot for stockholders' meeting, **2:24 to 2:26**

Mergers and acquisitions, **1:2, 1:41**

WAIVER

Charters, Bylaws, and Other Corporate Documents (this index)

WARRANTS

Charters, bylaws, and other corporate documents, offering of units consisting of one share and one warrant, **2:42, 2:43, 2:47, 2:49, 6:5, 6:6, 6:10, 6:11**

WARRANTS—Cont'd

Mergers and acquisitions

- disappearing corporation, common stock exchanged for units consisting of one share of common stock and one warrant, **15:12, 15:17, 15:32, 15:37**

- merger sub resolutions, common stock exchanged for units consisting of one share of common stock and one warrant, **15:42, 15:47**

- surviving corporation, common stock exchanged for units consisting of one share of common stock and one warrant, **15:2, 15:7, 15:22, 15:27**

Underwriters, offering of units consisting of one share and one warrant, **5:2**

WARRANTY OBLIGATIONS

Mergers and acquisitions, checklists, **1:12**

WAR RISK INSURANCE

Mergers and acquisitions, **1:16, 1:30**

WASTE OF CORPORATE ASSETS

Mergers and acquisitions, **1:2**

WOS RESOLUTIONS

Mergers and acquisitions, **10:21 to 10:30**