

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, affi-
 davit 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 regard-
 ing 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**

 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**

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**

 Exon-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**
 - pecially 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

- 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**

CONTRACTS AND AGREEMENTS—Cont'd

Escrow agreement—Cont'd
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, gen-
erally, **1:13**

company survives, stock for debentures agree-
ments, **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 corpora-
tion, **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 DUTY

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

FILES AND FILING

Records and Recording (this index)

FINANCIAL ADVISORY AGREEMENTS

Investment 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 SHARES

Mergers 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**

GEO THERMAL 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 OFFICERS

Charters, 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 ACT

Mergers 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 agree-
ments, **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**
- Exon-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 15:45**
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**