

LEXISNEXIS PRACTICE GUIDE

Corporate Attorney's Practice Guide

2011 Edition

WILLIAM H. CLARK, JR.



LexisNexis

Corporate Attorney's Practice Guide

2011 Edition

General Editor:

WILLIAM H. CLARK, JR.



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Cite this publication as:

Clark, LexisNexis Corporate Attorney's Practice Guide § [sec. no.] (2011 Edition)

Example:

Clark, LexisNexis Corporate Attorney's Practice Guide § 1.01 (2011 Edition)

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Originally published in 2009.

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Library of Congress Cataloging-in-Publication Data

Corporate attorney's practice guide / William H. Clark, Jr. [editor].—2009 ed.

p. cm.—(LexisNexis practice guide)

Includes index.

LCCN 2010208894

ISBN 978-1-4224-9445-5 (softbound)

ISBN 978-1-5791-1304-9 (eBook)

I. Corporation law—United States. I. Clark, William H., 1951-

KF1414.C646 2009

346.73'066—dc22

2009013044

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Introduction

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§ Intro.01 Finding LexisNexis *Corporate Attorney's Practice Guide* on lexis.com®

The lexis.com® Search page has tabs on which information is grouped. The default tabs are All, Legal, News and Business, Public Records and Find A Source.

From the Legal tab, you can find the *LexisNexis Corporate Attorney's Practice Guide* by clicking on **Corporate** under the heading **Area of Law—By Topic**. If you do not immediately see the Corporate tab under the Area of Law heading, click “View more” first, then locate the Corporate link.

You can set up a Corporate tab for easy access to the Corporate Area of Law page. Adding this tab puts Corporate oriented resources more closely at hand. The other tabs will remain available for when you want to research other topic areas.

There are two ways to add the Corporate Area of Law page as a tab. First, while on the Corporate page, click on + **Add as Subtab**. The Corporate tab will be placed to the right of the Find A Source tab. An alternate method is to click on **Add/Edit Subtabs**, which appears to the right of the Find A Source tab. From the list of **Practice Areas**, select **Corporate** and click **Next**, then click **Set**.

From the Corporate screen, you can find the *Corporate Attorney's Practice Guide* under **Search Analysis, Law Reviews & Journals**.

§ Intro.02 Using lexis.com® Resources to Update Cases

[1] About Cases in *LexisNexis Corporate Attorney's Practice Guide*

The *Corporate Attorney's Practice Guide* cites the strongest cases available as of its last update. The following sections provide tips on how to find any newer cases and to search for additional cases not cited, as well as how to access other resources that may be helpful to you.

[2] Select Source

Decide which database to search for more recent cases. For broadest results use **Corporate Cases—Federal and State** by selecting that source under **Find Cases** on the Corporate Area of Law page. You can refine the search to only federal cases by clicking on “View more,” then clicking on **By State**, and selecting **DE Federal Corporate Cases**. Or you can refine the search to only state cases by clicking “View more,” then **By State** and selecting **Corporate Cases States** or **Corporate Cases From the Highest Courts All States**. You can even refine the search further to only Delaware with **DE Corporate Cases**.

[3] Consider Date Restrictions

To find newer cases, use a date restriction in your search. In the **Restrict by Date** option, select **Previous Year** from the pull down menu.

Some of the cases the search finds, particularly those from early in the current year may already be found in the *Corporate Attorney's Practice Guide*, but this search will ensure that you get all the most recent cases.

You may get zero results, because there may be no recent cases on point.

Searches default to **No Date Restriction**. If you do not select a date restriction, you may get many more cases. Many of these may be cited in the text. Some, or even many, may not be cited in the text. This is because in selecting the cases to cite in the text, the authors focus on leading cases, cases from the highest court to speak on a topic, and on recent cases.

[4] Frame Search

When you click the source you will be given the option to search with **Terms & Connectors** or by **Natural Language**. If you are not familiar with connectors, look at the **Search Connectors** list below the **Restrict by Date** option. Click on "More Connectors & Commands" to see the whole list and tips on how to use them.

[5] Use Core Terms and Unique Identifiers

The object is to find what you want but not too much more. For example, a **Previous Year** search for *enhanced scrutiny* in **Corporate Cases—Federal and State** may be too general; it will likely yield dozens of cases, with many merely mentioning the concept in passing. The search *enhanced scrutiny* and "*sale of control*" will produce fewer cases. In sum, you would likely want to add some additional words related to the specific enhanced scrutiny issue you are researching. You may want to start off perhaps a bit too broadly, and then narrow down your results with the **FOCUS** described below.

[6] Narrow Results with "FOCUS"

If your search finds many cases, and you want to narrow the results, you can add terms to the **FOCUS Terms** box at the top of the screen and click **Go**. If you delete your initial search term and just add the terms to the box, only the new terms will be highlighted in the cases. If, however, you add the new terms with a connector and leave the original term in the box, all the search terms will be highlighted in the cases. Regardless, the narrowing search will only run within the results of the initial search or on cases you have selected within that initial search (use the **Search Within** box to the left

of the **Go** button). This can help you find the cases you are most interested in among your larger results.

[7] Find More Authorities with “More Like This” and “More Like Selected Text”

If you find cases that are helpful (or hurtful) and you want (or need) to find whether there are other similar cases, you can click on **More Like This** at the top of the screen. *Lexis.com* will retrieve cases that are similar to the case you are reading. **More Like This** uses the core terms in the case and will let you add or drop specific words and also add other specific words you want to be sure appear in cases that are retrieved.

“More Like Selected Text” lets you target any part of a case. Block the language you want to research, click on **More Like Selected Text** and you have the same ability to get more cases as with **More Like This** but based only on that part of the case that is of the most interest to you.

These tools are not limited to cases. When you select **More Like This** or **More Like Selected Text** you can not only search the case database in which you found the case, but can search any other database by clicking “more sources” beneath the **Recently Used** box, including treatises and analytical material, legal news, and periodicals.

[8] Keep Current with Alerts-Eclipse

To keep your search results current, click on **Save as Alert** at the top of the screen. You will be given options for how often the search should be run (including daily or weekly) and for how to have the results delivered or a notification sent to you by e-mail.

§ Intro.03 Case Updating and Research with Shepard's®

Shepard's® is a basic updating tool. A Shepard's® report includes the subsequent history of the case and a list of all other cases that cite it. From the text you are reading click on the citation to the case you want to pursue. While the case is displayed on your screen, you will have a Shepardize link right above the case name. Click on that link to get a report.

Shepardize the cases that you intend to cite to be sure that they are still good law. Additionally, Shepard's® can be used as a case-finding and research tool to lead you to other cases, statutes, treatises, and authority on a given issue. You can FOCUS within a Shepard's® report on particular terms or phrases by clicking on **FOCUS—Restrict By** above the case name at the top of the report. This feature lets you do a search using Terms and Connectors within the universe of cases listed in your Shepard's® report.

Furthermore, the **FOCUS—Restrict By** page allows you to narrow

results by jurisdiction, date and/or headnote restriction. In addition, use the Shepard's® Signals to help you analyze the validity and subsequent treatment of the case. The legend for the various Shepard's® Signal indicators is available by clicking "Legend" in the toolbar at the bottom of the screen. Shepard's® Briefcheck™ is a free software program to automate Shepardizing your brief or cases, and streamlines the cite checking process for briefs, motions, research, and hearings.

Note that you can Shepardize many documents other than cases, including but not limited to statutes, court rules, administrative rules, and patents.

§ Intro.04 LexisNexis Corporate Area of Law Page

Another way to search Corporate material on lexis.com is on the **Corporate Area of Law Page** itself. To find the Corporate Area of Law page start at the **Search** page, click on the **Legal** tab, click "View more" under the **Area of Law** heading and then select **Corporate**. Sources related to Corporate practice have been organized on one page, including: (1) Corporate Governance Materials; (2) SEC Filings; (3) Forms & Drafting Instructions; (4) Statutes, Regulations & Administrative Materials; (5) Cases; (6) Investigate Properties, People & Business; (7) News; (8) Analysis, Law Reviews & Journals; (9) Emerging Issues Analysis; (10) Industry & Company Reports; (11) Company & Financial Information; (12) Foreign Corrupt Practices Act Materials; and (13) Access Directories.

§ Intro.05 Treatise Material

You can also access *Business Organizations with Tax Planning* by Zolman Cavitch from lexis.com.® To view the treatise, access the Corporate Area of Law Page as described in § Intro.01. From there, under the **Search Analysis, Law Reviews & Journals** heading click **Business Organizations with Tax Planning**.

You will then proceed to a page with a search field at the top and the condensed Table of Contents ("TOC") below. You can search the treatise text by entering terms in the field, or you can browse the treatise by clicking the plus ("+") symbols next to the section names in the TOC. Expanding the TOC in this way will take you to the next hierarchical level of specificity in the treatise text. Clicking the plus ("+") top the left of those headings will take you to a list of chapter sections that are also hyperlinks. Clicking one of these Section headings will open up the text of that section.

§ Intro.06 Agreements and Sample Provisions Searches

The **Search For Forms & Drafting Instructions** link on the Corporate Area of Law Page provides access to a vast library of sample agreements and

sample provisions. To access these, select **View more sources**, and then select **All Transactions LexisNexis Forms**. The database search can be limited to business and corporate forms by selecting that box in the list (or expand that selection for more detail). The search can also be refined by a **Jurisdiction** in the Restrict by Document Segment, which you reach by clicking "Advanced" to the right of the **Search** button. Select JURISDICTION in the pull down menu, type in the jurisdiction and click **Add**. You can also search only the Table of Contents ("TOC") by selecting the TOC button beneath the first search box.

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