BUSINESS DRAFTING CLASS—LIBRARY TOUR

Professor Goldberg

August 26, 2011

8:30 a.m. – 10:00 am

**Part II: Using Business Forms Online**

**II**. USING BUSINESS FORMS ONLINE (in Lower Level Computer Lab)

Log on to the network; go to Law Library main page (Current Students—Deane Law Library—click on Westlaw/TWEN)

**Sign on to Westlaw**

* 1. **Using West’s McKinney’s Forms** (I. b. on New York Forms handout) MCF-ALL

1. **Must find:** Form for selling a controlling share interest in a close corporation
2. Click on Westlaw
3. Click on Directory
4. Type in box: McKinney’s Forms (with or without apostrophe)
5. Must select the whole set (Multibase), or a unit of the set, in the list below it
6. Select “Business Corporation Law”
7. What is the database identifier for the “Business Corporation Law” database within McKinney’s Forms? (MCF-BCL)—can just plug that in next time
8. Click on “**i” link**—how current is this database? Is it any more current than the set of books in the Library if you use the pocket part? (No)
9. Click on “**find by citation**” (upper left of screen) (enter 7**:**6)—goes right to form
10. Click on “**Table of Contents**”—brings up table of contents to “whole set”—must expand “Business Corporation Law” –then “Chapter 7, Close Corporations”—you will see Form 7:6 in the list—click on 7:6
11. Searches:  **"close corporation" and sale /s share (#14 in list) or “close corporation” and sale /3 share (#8 in list) or "close corporation" & sale & "controlling share interest" (only one result)**
12. Click on “No 7:6”—Agreement for sale of controlling share interest [Form]
13. Click on “**Table of Contents**” in left frame—places your form in context in the Table of Contents—forms close to your form
14. Click on“**Correlation Table**—what was the number of Form 7:6 in the 1985 edition of McKinney’s Forms? (7:06)
15. Click on “**References**”—note under “**Forms**”—Am Jur Legal Forms—gives the sections where there are forms for Close Corporations in that set—that database, with link to the database.
16. Back to Form 7:6 in McKinney’s Forms—click in upper right corner on **“Easy edit version”**—open the document in Word, formatted as a legal document—you can edit in and fill in the blanks, and save document. [may need to remove pop-up blocker, or try it in WestlawNext)

**Using WestlawNext**

* **West’s McKinney’s Forms** (same publication as in first search on Westlaw)
* **Must Find:** same form: **form for selling a controlling share interest in a close corporation**
* Click on WestlawNext
* If you already knew that your form was “West’s McKinney’s Forms BCL 7:6”, you could just type that in search box, and go directly to the form
* If you are locating the form online for the first time-- on menu page, click on “**Forms**”
* **Under “Forms by State,”** click New York
* **Under “Forms by Publication,”** click West’s McKinney’s Forms
* Click “Business Corporation Law”
* You can BROWSE, until you come to Chapter 7, Close Corporations, and find 7:6
* Or, you can search using your terms in the search box—USE QUOTES: "close corporation" sale "controlling share interest" (searching with no quotes, it is #32 in list!)
* When you find the form, can use **references** or **correlation table** (re-numbering in 2008)
* Then you want to work with the form: **WestlawNext has “Easy edit**” to download it and open it in Word version, formatted as a legal document
* Also, by **clicking on the “envelope” icon** in the upper right corner, you can choose to email it, in various formats—or by using the arrow to the right of it, you can download it in various formats, or send it to a Kindle email address.

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**Sign on to Lexis**

2. **Rabkin and Johnson, Current Legal Forms** (I. a. on “Forms” handout) –

(Lexis database)

* **Must find: Form for Lease of Heavy Equipment with an Option to Renew**
* Click on **Lexis.com**
* At the Menu page—like “Directory” in Westlaw
* Click “Find a Source” tab—gray
* **Some type**: Rabkin Johnson; **Others type**: Current Legal Forms
* First or second item in results list (Rabkin & Johnson, Current Legal Forms with Tax Analysis)—Click on it (not the “Index”)
* Click on “**i” link**—how up-to-date is this database? (May 2011)
* Shows the Table of Contents view—**Change** the Search button to “Table of Contents”
* Type in box: **equipment and lease**
* Locate in results: **Form 4A.18**—Lease of Heavy Equipment—Renewal Option—No Passage of Title (a “complete” lease form)
* Click on Form 4A.18
* Note that there is explanatory/introductory material before you get to the form
* Scroll down to the Form
* There is no “easy edit” feature on Lexis, but you can use the **“Copy with cite”** feature to copy the entire form or a section of the form into your word processor.

--Select (highlight) a section of the form, or all of the form; then click on the “Copy with cite” link at top of the page; then select the text within the box, and paste the text, with the citation, into your word processor.

**Additional online sources:**

**1.** **Business Law Monographs: General Business**

**Lexis** database: Click “Find a Source”; Search: “Business Law Monographs”

Select: Business Law Monographs: General Business

The set consists of one-volume monographs covering various areas of business  
law. Each volume provides a handy desk reference that will answer an attorney's basic questions about the subject. Each volume combines treatise material with relevant forms and primary source.  
  
The General Business Series consists of:  
G1 Computer Law Strategies  
G2 Establishing and Operating Under a Franchise Relationship  
G3 Equipment Leasing  
G4 Loan Agreements  
G5 Protecting Corporate Creditors Under the Bankruptcy Code  
G6 Protecting the Confidentiality of Business Information Submitted to the Federal Government  
G7 Contracting with the Federal Government

**Example:** Search TOC only for:”loan agreement”

**2.** **Model Documents: Mergers & Acquisitions**

**Westlaw database:** MODELDOC-M&A

Coverage includes Merger and Acquisition related documents submitted as exhibits to SEC filings from 2000 to the present.

MODELDOC-M&A database contains M&A agreements, contracts, and other documents filed with the SEC. The database provides a wealth of information and practical guidance to consider as models for similar transactions.

Rev8/25/2011, by Toni L. Aiello