E-LIBRARIES ON WESTLAW NEXT

CUSTOMIZED CONTENT, MORE EFFECTIVE RESEARCH

William Josten
National Firm Profitability Specialist
AGENDA

I. WHAT IS AN E-LIBRARY?

II. A CLOSER LOOK AT E-LIBRARIES ON WESTLAW NEXT

III. GOING FORWARD...
THE RESEARCHER’S DILEMMA

Scenario: A junior associate at your firm is tasked with performing some preliminary research for a top client...

Fear of client charges can mean:

- Unreliable information
- Unorganized results
- Untraceable usage
- Inefficient research
THE E-LIBRARY EVOLUTION

An “e-library” is a set of research content that has been designated by a firm as non-billable for client research.

At First...

- Replace CDs with online “virtual credenza”
- Replicate branch library experience online
- Simplify and contain tasks for administrative roles
- Create non-billable “free zones”

Then...

- Non-billable research option moves research online
- Less concern over cost of research that would traditionally be in books
- Disconnected user experience
- Reporting and analysis capabilities are minimal or non-existent.
THE E-LIBRARY SOLUTION

We set out to provide a tool that goes beyond the eLibrary solutions of today – and takes advantage of the efficiencies and enhancements of WestlawNext

Re-thinking eLibraries

• Simplified experience
• Greater flexibility
• Deeper analysis
• More control
E-LIBRARIES ON WESTLAW NEXT

Create customized non-billable content sets on WestlawNext. Enable your users to complete their research on a single platform.

CUSTOMIZATION
• You set and manage non-billable content for your firm
• Vary the content and experience based on the needs of your users

STRATEGY
• Support your firm’s client billing strategy
• Manage cost recovery expectations
• Analyze usage to understand value and react to changes

INSIGHT
• Track research metrics down to individual users
• Monitor research usage in WL Analytics
• Identify / respond to training opportunities

EFFICIENCY
• Enable users to start and finish their research using a single platform
• Take advantage of the research tools and efficiencies built into WestlawNext
AGENDA

I. WHAT IS AN E-LIBRARY?

II. A CLOSER LOOK AT E-LIBRARIES ON WESTLAW NEXT

III. GOING FORWARD...
eLibraries are created using the new Custom Page functionality. Administrators and users alike can access Custom Pages from a new widget on the Home page – but only Administrators have the power to turn a Custom Page into an eLibrary.

Select Create New to make a Custom Page or eLibrary.
Type page name into prompt
A blank page will be created.
Begin creating custom page or eLibrary by selecting Add Content Section under the Manage Page drop-down.
Content can then be added to each section.
Here, you see a sample eLibrary page being built. Administrators can add the desired content using the Add Content button.
Administrators can edit their page using the Edit Page button.
The **Edit Page** button will allow the administrator to drag and drop sections as well as drag content links from one section to another. Administrators can also use **Edit Page** to edit content sections, rename them, and delete them.

### New Jersey Cases

<table>
<thead>
<tr>
<th>Section</th>
<th>Action</th>
</tr>
</thead>
<tbody>
<tr>
<td>Third Circuit Court of Appeals Cases</td>
<td>Delete</td>
</tr>
<tr>
<td>New Jersey Federal District Court Cases</td>
<td>Delete</td>
</tr>
<tr>
<td>New Jersey Bankruptcy Court Cases</td>
<td>Delete</td>
</tr>
<tr>
<td>New Jersey Supreme Court Cases</td>
<td>Delete</td>
</tr>
<tr>
<td>New Jersey Superior Court Appellate Division Cases</td>
<td>Delete</td>
</tr>
<tr>
<td>New Jersey Superior Court Cases</td>
<td>Delete</td>
</tr>
<tr>
<td>New Jersey Tax Court Cases</td>
<td>Delete</td>
</tr>
</tbody>
</table>

### New York Cases

<table>
<thead>
<tr>
<th>Section</th>
<th>Action</th>
</tr>
</thead>
<tbody>
<tr>
<td>New York Court of Appeals Cases</td>
<td>Delete</td>
</tr>
<tr>
<td>New York Supreme Court Appellate Division Cases</td>
<td>Delete</td>
</tr>
<tr>
<td>New York Tax Court Cases</td>
<td>Delete</td>
</tr>
<tr>
<td>New York Office Reports</td>
<td>Delete</td>
</tr>
<tr>
<td>Second Circuit Court of Appeals Cases</td>
<td>Delete</td>
</tr>
<tr>
<td>New York Federal District Court Cases</td>
<td>Delete</td>
</tr>
<tr>
<td>New York Bankruptcy Court Cases</td>
<td>Delete</td>
</tr>
</tbody>
</table>

### Federal Cases

<table>
<thead>
<tr>
<th>Section</th>
<th>Action</th>
</tr>
</thead>
<tbody>
<tr>
<td>Federal Cases</td>
<td>Delete</td>
</tr>
<tr>
<td>U.S. Supreme Court Cases</td>
<td>Delete</td>
</tr>
<tr>
<td>U.S. Courts of Appeals Cases</td>
<td>Delete</td>
</tr>
<tr>
<td>Federal District Court Cases</td>
<td>Delete</td>
</tr>
</tbody>
</table>

### Statutes & Regulations

<table>
<thead>
<tr>
<th>Section</th>
<th>Action</th>
</tr>
</thead>
<tbody>
<tr>
<td>United States Code Annotated (USCA)</td>
<td>Delete</td>
</tr>
<tr>
<td>New Jersey Statutes &amp; Court Rules</td>
<td>Delete</td>
</tr>
<tr>
<td>New York Statutes &amp; Court Rules</td>
<td>Delete</td>
</tr>
<tr>
<td>Code of Federal Regulations (CFR)</td>
<td>Delete</td>
</tr>
<tr>
<td>New Jersey Regulations</td>
<td>Delete</td>
</tr>
<tr>
<td>New York Regulations</td>
<td>Delete</td>
</tr>
</tbody>
</table>

### Administrative Decisions

<table>
<thead>
<tr>
<th>Section</th>
<th>Action</th>
</tr>
</thead>
<tbody>
<tr>
<td>New Jersey Attorney General Opinions</td>
<td>Delete</td>
</tr>
<tr>
<td>New York Attorney General Opinions</td>
<td>Delete</td>
</tr>
<tr>
<td>Federal Administrative Decisions &amp; Guidance</td>
<td>Delete</td>
</tr>
<tr>
<td>New York Administrative Decisions &amp; Guidance</td>
<td>Delete</td>
</tr>
<tr>
<td>New Jersey Administrative Decisions &amp; Guidance</td>
<td>Delete</td>
</tr>
</tbody>
</table>
Find, KeyCite, Folders and Favorites can be added through the Tools Section in the Manage Page drop-down.
Administrators can turn a custom page into an eLibrary by using Share Page in the Manage Page drop-down.

Only administrators have the ability to share a page. Administrators maintain complete editorial control over shared pages.
Administrators can create and internally share eLibraries and Custom Pages with individuals and groups.
Administrators can select individuals and groups to share with from their contact list just like they do for sharing folders.
Once selected, the administrator has the opportunity to add or remove additional people.
Here the administrator has the option to:

1) Make the page a start page for those with whom it is shared
2) Make the page a Non-Billable Zone
3) Make the page an eLibrary (default Non-Billable Zone)
The default client ID is eLibrary Free Zone, but the Administrator can change it to whatever they want, here let’s use 999.50K.

The Administrator then shares the page.
There are 3 notable characteristics of an eLibrary/Non-Billable Zone page:

1) The header becomes silver so you always know when you’re in the non-billable zone

2) The client ID defaults to the administrator’s choice

3) A Toggle to Billable Client ID button appears
If an administrator makes a page someone’s start page, it will be the page the user immediately goes to when they sign-in. They can remove this functionality by clicking on Remove as My Start Page.
Conducting a search is the same as on a regular Custom Page – select content to search and enter search terms.

All selectable content on this page is considered in the non-billable zone.
Reverse triangular merger

Baldwin Enterprises, Inc. v. Retail Ventures, Inc.

Although this maneuvering may appear improper at first blush, caselaw reveals that triangular mergers and reverse triangular mergers (see footnote 6 below) are recognized, accepted, and fairly routine...

...The transaction at issue herein is more properly characterized as a reverse triangular merger, one kind of triangular merger.

U.S. v. Philadelphia Nat. Bank
Supreme Court of the United States June 17, 1853. 274 U.S. 321. 83 S.Ct. 1715

Civil action brought by the United States under the Sherman Act and the Clayton Act to enjoin a proposed merger of two Philadelphia banks. The United States District Court for the Eastern District of Pennsylvania, 201 F.Supp. 348, rendered judgment for defendants after trial, and the plaintiff appealed. The Supreme Court. Mr. Justice Brennan, held that the merger was forbidden by the Clayton Act and was required to be enjoined. Reversed and remanded with direction. Mr. Justice Harlan and Mr. Justice Stewart dissented.

...Upon this record, the District Court held that (1) the passage of the Bank Merger Act of 1936 did not repeal by implication the antitrust laws as it may apply to commercial mergers; (2) s 7 of the Clayton Act is inapplicable to commercial mergers because banks are not corporations subject to the jurisdiction of the Federal Trade Commission; (3) but assuming that s 7 is applicable, the...

...See also H.R.Rep. No. 1415, 86th Cong., 2d Sess. 5 (1950) ['The Federal antitrust laws are also inadequate to the task of regulating bank mergers,' while the Attorney General may move against bank mergers to a limited extent under the Sherman Act, the Clayton Act offers little help.]; id. at 9 (Because section 7 of the Clayton Act is limited, insofar as banks are concerned, to cases where a merger is accomplished through acquisition of stock, and because bank mergers are accomplished by asset acquisitions rather than stock acquisitions, the act offers 'little help,' in the words of Hon. Robert A. Bicks, acting head of the Antitrust Division, in controlling bank mergers).

Martin v. Kilgore First Bancorp, Inc.
United States Court of Appeals, Fifth Circuit. December 07, 1984. 747 F.2d 1024

Dissenting minority shareholders in bank absorbed in reverse triangular merger requested preliminary injunction against sale of bank holding company stock and moved for partial summary judgment on claim that statute protecting rights of dissenting shareholders in a bank consolidation required auction of surviving bank's stock instead of shares in bank holding company chartered under state law. The United States District Court for the Eastern District of Texas, William M. Slager, J., entered order refusing to enjoin sale and denying motion, and certified question for interlocutory appeal. The Court of Appeals, Clark, Chief Judge, held that statute dealing with rights of dissenting stockholders in consolidation involving a national bank did not require auction of stock of surviving bank in reverse triangular merger, rather, demands of statute were satisfied by auction of stock in bank holding company chartered under state law. Affirmed.
short-form mergers are provided for under Missouri law when they are used in conjunction with the merger statute requiring a shareholder vote is triggered.

**Background**

KCPL is a Missouri corporation with its headquarters and principal place of business in Kansas City, Missouri. It is a public utility that provides electricity to over 450,000 customers in Western Missouri and Eastern Kansas. Its stock is publicly traded on the New York Stock Exchange. Western is a Kansas corporation whose headquarters and principal place of business are located in Topeka, Kansas. Western produces and distributes electric and sells natural gas. UtiliCorp is a Delaware corporation but its principal place of business is also in Missouri. The company provides energy services and sells natural gas.

These companies, in anticipation of change within the energy industry, started contemplating strategic mergers. In June of 1994, KCPL and Western exchanged confidential information and began considering a business combination. KCPL's board, however, determined that a merger with Western would not be in the company's best interest. Beginning in May of 1995, KCPL's chairman and chief executive officer, A. Bruce Jennings (Jennings), began meeting with Richard C. Green Jr. (Green), UtiliCorp's president and chief executive officer, to discuss a merger. The talks continued, teams were formed to explore opportunities, the companies' boards were consulted, and on January 19, 1996, the KCPL Board approved a merger agreement with UtiliCorp.

Pursuant to this Original Agreement, KCPL and UtiliCorp would merge into a new Delaware corporation ("Newco"). Each share of KCPL stock would be converted into one Newco share, and each share of UtiliCorp stock would be converted into one Newco share. This merger plan was executed pursuant to the General and Business Corporation Law of Missouri ("MGBC"); Section 351.410, and the transaction would have required the affirmative vote of two-thirds of the outstanding KCPL shares. On April 9, 1996, KCPL announced that the shareholders would vote upon the Original Merger Agreement at its annual meeting on May 22, 1996.

On April 14, 1996, Western's Jennings stated proposing a merger in which each KCPL shareholder would receive Western common stock purportedly worth $26 for each KCPL share, subject to a "collar" limiting the amount of Western stock that KCPL shareholders could receive. Shortly after delivery, Western released the letter to the media. The KCPL Board unanimously rejected Western's proposal. Western countered by filing preliminary proxy materials with the Securities Exchange Commission to solicit KCPL shareholders to vote against approval of the Original Merger Agreement at the May 22 meeting.

On May 3, 1996, the KCPL Board met to review the status of the Original Merger Agreement. The Board received presentations from management, financial advisors, and legal advisors. KCPL's proxy solicitation firm reported that it would be difficult to obtain the affirmative votes of two-thirds of all outstanding shares. Additionally, Institutional Shareholders Service, an independent organization, recommended that KCPL shareholders vote against the UtiliCorp merger.

The following week, Green and Jennings met to discuss ways to improve the deal for KCPL shareholders. Eventually Green offered KCPL shareholders an exchange ratio of 1 to 1, but demanded that the merger be restructured. The KCPL Board convened on May 20, 1996, to consider the revised agreement and, after lengthy discussion, unanimously approved a Revised Merger Agreement. The Board also decided to cancel the May 22 shareholder vote.

The merger would now be carried out over two steps. The first would be a reverse triangular merger. The second would require a short-form merger. In order to effectuate the reverse triangular merger, KCPL would form a wholly-owned subsidiary ("Sub") that would merge with and into UtiliCorp. Each outstanding share of UtiliCorp stock would be converted into one share of Sub stock, and each outstanding share of UtiliCorp stock would be converted into one share of KCPL common stock (held by KCPL shareholders). UtiliCorp would be the surviving corporation and a wholly-owned subsidiary of KCPL. The reverse triangular merger is provided for under MGBC § 351.410(3). Section 351.185 also governs this transaction because shares must be issued before the merger can take place. This section does not require any shareholder vote. id.

Step two would occur immediately after the merger of Sub and UtiliCorp. UtiliCorp would be merged with and into KCPL. KCPL would be the surviving corporation but would change its name to Maxim Energy, Inc. The short-form merger is governed by MGBC § 351.447. Again, no vote or appraisal rights are afforded to the shareholders. id.
351.410. Merger, procedure
Vernon's Annotated Missouri Statutes
Title XXIII. Corporations, Associations, Franchises
Chapter 351. General and Business Corporations
Merger and Consolidation

V. A. M. S. 351.410, MO ST 351.410

Additional content available upon purchase.

...the user will be notified that they are about to leave the non-billable zone and will be prompted to enter a client ID
351.410. Merger, procedure

Currentness

Any two or more domestic corporations may merge into one of the corporations in the following manner. The board of directors of each corporation shall approve a plan of merger and direct the submission of the plan to a vote at a meeting of shareholders. The plan of merger shall set forth:

(1) The names of the corporations proposing to merge, which are herein designated as the “constituent corporations”, and the name of the corporation into which they propose to merge, which is herein designated as “the surviving corporation”;

(2) The terms and conditions of the proposed merger and the mode of carrying it into effect;

(3) The manner and basis of converting the shares of each merging corporation into cash, property, shares or other securities or obligations of the surviving corporation, or (if any shares of any merging corporation are not to be converted solely into cash, property, shares or other securities or obligations of the surviving corporation) into cash, property, shares or other securities or obligations of any other domestic or foreign corporation to which cash, property, shares or other securities or obligations of any other domestic or foreign corporation may be in addition to or completely in lieu of cash, property, shares or other securities or obligations of the surviving corporation;

(4) A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger;

(5) Such other provisions with respect to the proposed merger as are deemed necessary or desirable.

Credits

Notes of Decisions (5)

V.A.M.S. 351.410, MO ST 351.410

Statutes are current through the end of the 2013 First Regular Session of the 97th General Assembly, pending corrections received from the Missouri Revisor of Statutes. Constitution is current through the November 5, 2012 General Election.

End of Document
Users can return to their eLibrary page by using the widget on the home page.
Whether a user clicks back into the e-Library from the Custom Page widget, or uses the browser’s back button, once out of the non-billable zone, they **will remain in their client billing session**.

They can see the eLibrary, but the page will now be billable (blue header).

To return to the non-billable zone, the user will need to click on the Activate Non-Billable Zone button on their eLibrary page, or sign out of WestlawNext and sign back in to start a new research session.
If users want to run a search on an eLibrary page and bill it to a client, they can click on the Toggle to Billable Client ID button.
Once again, the user will be prompted for a client ID
And again, the header becomes blue
To unshare a page, return to Share Page under the Manage Page drop-down.
Then remove the names of the people you no longer want to share with and click Continue.
Re-share the page with the remaining people
In Westlaw Analytics this research will automatically show up as an “Amount Not Chargeable to Client”
In the summary Analytics tab and in the Billing Investigation tab, all research sessions will be:
- Flagged for Client ID 999.50K
- Are designated non-billable to client

### Chargeable to Client vs Not Chargeable to Client by Client

<table>
<thead>
<tr>
<th>Date</th>
<th>Total Amount Chargeable to Client</th>
<th>Total Amount Not Chargeable to Client</th>
<th>Total Amount Not Specified</th>
<th>Total Standard Charge</th>
<th>% Chargeable to Client</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nov 28</td>
<td>$0.00</td>
<td>$0.00</td>
<td>$42,321</td>
<td>$101,231</td>
<td>0%</td>
</tr>
<tr>
<td>Nov 29</td>
<td>$0.00</td>
<td>$0.00</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Nov 30</td>
<td>$0.00</td>
<td>$0.00</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Dec 1</td>
<td>$0.00</td>
<td>$0.00</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Dec 2</td>
<td>$0.00</td>
<td>$0.00</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Not Specified

<table>
<thead>
<tr>
<th>Client Matter</th>
<th>Chargeable to Client</th>
<th>Not Chargeable to Client</th>
<th>Not Specified</th>
<th>Standard Charge</th>
<th>% Chargeable to Client</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. 999.50K</td>
<td>$0.00</td>
<td>$42,543.00</td>
<td>$8,355.00</td>
<td>$8,355.00</td>
<td>0%</td>
</tr>
<tr>
<td>2. 999.100K</td>
<td>$0.00</td>
<td>$36,226.00</td>
<td>$6,287.00</td>
<td>$6,287.00</td>
<td>0%</td>
</tr>
<tr>
<td>3. 999.3001</td>
<td>$0.00</td>
<td>$13,229.09</td>
<td>$6,253.14</td>
<td>$6,253.14</td>
<td>0%</td>
</tr>
<tr>
<td>4. 999.0002</td>
<td>$0.00</td>
<td>$11,145.22</td>
<td>$4,539.50</td>
<td>$4,539.50</td>
<td>0%</td>
</tr>
<tr>
<td>5. 999.0003</td>
<td>$0.00</td>
<td>$10,993.00</td>
<td>$3,921.00</td>
<td>$3,921.00</td>
<td>0%</td>
</tr>
</tbody>
</table>
AGENDA

I. WHAT IS AN E-LIBRARY?

II. A CLOSER LOOK AT E-LIBRARIES ON WESTLAW NEXT

III. GOING FORWARD...
DEEP DIVE TRAINING AND RESOURCES

Your dedicated team is here to help you create and manage eLibraries for your firm with live trainings, webinars, demos, product information and resources.

User Guides
Live Trainings
Webinars
Recorded Demos
eLibrary Website

[Name]
[Title]
[Phone Number]
[Email Address]

[Name]
[Title]
[Phone Number]
[Email Address]