

Compliance & Governance Report

Jargonee Contracts Analysis System

ANALYSIS MODE	DOCUMENT NAME
Contract term analysis	Deterministic AI Review
ANALYSIS IDENTIFIER	GENERATED
f58a91547a4bd328	September 4, 2026
REPORT SCHEMA VERSION	INPUT LENGTH
1.0.0	5,243 words, 34,668 characters

About This Report

Jargonee Compliance & Governance Report

Purpose

Contracts are full of words and phrases most people don't understand. Jargonee reads your contract, recognizes those terms, and explains each one in plain English, so you can see what you are really agreeing to.

This report is the full record of one Jargonee run. For each recognized term it shows what the wording means in plain language, what it means for you, and where it turned up in your text. Every flag points back to the exact spot in your contract.

Methodology

Jargonee is deterministic. Same contract, same system version, same settings, same answer every time. It reads your text, recognizes the terms and phrases that match its registered legal-term authority, and records each one, the exact wording it found, and where it sits in your document.

Jargonee assigns no score and no severity. It recognizes and explains contract language, this isn't legal advice and the clause represents neither good nor bad. This report therefore reports what was recognized and shouldn't be considered a risk score.

Structure of This Report

Section 1, the Executive Summary. Section 2, the Verification Artifact. Section 3, Findings by Category. Section 4, the Analysis Record and Integrity Checks. Section 5, the Raw System Output.

1. Executive Summary

Analysis Overview

DOCUMENT	ANALYSIS IDENTIFIER
Deterministic AI Review	f58a91547a4bd328
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INPUT SIZE

5,243 words, 34,668 characters

Findings Overview

UNIQUE FINDINGS	TOTAL FLAGGED OCCURRENCES
128	405
CATEGORIES ACTIVATED	CATEGORIES EVALUATED
20	21
MOST FREQUENTLY FLAGGED FINDING	HIGHEST-VOLUME CATEGORY
merger (35)	Mergers and transactions
SOURCE LOCATIONS VERIFIED	
405 of 405	

Principal Contract Assessment

Jargonee recognized 128 distinct terms across 405 occurrences, spanning 20 of 21 categories.

The largest concentration landed in Mergers and transactions, which accounted for 117 of the 405 flagged occurrences. The most repeated term was “merger”, appearing 35 times.

2. Verification Artifact

This section records the identifiers and fingerprints tied to the analysis. The report shows only verification values the system truly produced. It never manufactures placeholder hashes.

Analysis Record

ANALYSIS IDENTIFIER	GENERATED TIMESTAMP, UTC
f58a91547a4bd328	2026-09-04T22:02:34.760Z
REPORT SCHEMA VERSION	ANALYSIS MODE
1.0.0	Contract term analysis
INPUT WORD COUNT	INPUT CHARACTER COUNT
5,243	34,668
CANONICAL FINDINGS	ANCHORED OCCURRENCES
128	405

Verification Values

INPUT HASH	SYSTEM OR CONFIGURATION HASH
1b64e1eb14494370b033529bb32add0bd8b88e8bdc4bf0b1704466cacbeddfae	d106e8fae91bed7678fd0a8efb624374e38868f5bfdae4999e72a1878ff788c1
ANALYSIS OR INTEGRITY HASH	RESULT HASH
44b73b718fdcde4db95c350dfeb5202daa4c49ed056fab8262a331f763569df8	f58a91547a4bd32847d346614dd100625ed1fb1885a1ad762de2aafd8f61bd79

Verification Status

INPUT FINGERPRINT PRESENT	SYSTEM VERSION PRESENT
YES	YES
RESULT FINGERPRINT PRESENT	ALL FINDINGS ANCHORED
YES	YES
OVERALL VERIFICATION STATUS	
VERIFIED	

3. Findings by Category

This is the complete readable findings record.

Findings are grouped by the category the system assigned. Only categories that produced at least one finding are shown. Every canonical finding carries its explanatory record and every source occurrence tied to it. The report keeps the system’s real field names and reproduces the values from the canonical record.

3.1 Assignment and control

CATEGORY IDENTIFIER	CATEGORY DESCRIPTION
ASSIGNMENT_AND_CONTROL	Terms about transferring rights or control.
UNIQUE FINDINGS	TOTAL OCCURRENCES
5	39
CATEGORY STATUS	
ACTIVE	

Finding 1.1

FINDING	CANONICAL IDENTIFIER
merger	CS_TERM_MERGER
MATCHED LANGUAGE	CATEGORY
MERGER	Assignment and control
CATEGORY IDENTIFIER	DETECTOR OR RULE
ASSIGNMENT_AND_CONTROL	CS_TERM_MERGER
OCCURRENCE COUNT	PLAIN-ENGLISH MEANING
35	Two companies combining into one.

WHAT IT MEANS

A combination of entities, often addressed by an assignment or change-of-control clause.

WHAT IT MEANS FOR YOU

Assignment clauses often treat a merger as a transfer that needs consent, or expressly allow it as an exception. Whether a merger triggers or escapes the consent requirement decides if either side can be blocked when it combines with another company.

LOOK NEARBY FOR

acquisition, corporate reorganization, change of control, assignment

Source Occurrences

Occurrence 1

“..., for distribution to Kirkland & Ellis LLP, counsel to the Company AGREEMENT AND PLAN OF MERGER by and among MERIDIAN LEGAL AI, INC. (a Delaware corporation, “Parent”) LYRA MERGER SUB,...”

MATCHED TEXT

MERGER

PARAGRAPH

Paragraph 2

CHARACTER SPAN

231 through 237

LOCATION VERIFICATION

VERIFIED

Occurrence 2

“...AN OF MERGER by and among MERIDIAN LEGAL AI, INC. (a Delaware corporation, “Parent”) LYRA MERGER SUB, INC. (a Delaware corporation and wholly owned subsidiary of Parent, “Merger Sub”) an...”

MATCHED TEXT

MERGER

PARAGRAPH

Paragraph 2

CHARACTER SPAN

315 through 321

LOCATION VERIFICATION

VERIFIED

Occurrence 3

“...t”) LYRA MERGER SUB, INC. (a Delaware corporation and wholly owned subsidiary of Parent, “Merger Sub”) and LEXORA AI, INC. (a Delaware corporation, the “Company”) Dated as of June 17, 20...

MATCHED TEXT	PARAGRAPH
Merger	Paragraph 2
CHARACTER SPAN	LOCATION VERIFICATION
396 through 402	VERIFIED

Occurrence 4

“...elaware corporation, the “Company”) Dated as of June 17, 2026 This Agreement and Plan of Merger (this “Agreement”) is entered into by and among Parent, Merger Sub, and the Company. Capi...

MATCHED TEXT	PARAGRAPH
Merger	Paragraph 3
CHARACTER SPAN	LOCATION VERIFICATION
523 through 529	VERIFIED

Occurrence 5

“...This Agreement and Plan of Merger (this “Agreement”) is entered into by and among Parent, Merger Sub, and the Company. Capitalized terms used herein have the meanings set forth in Articl...

MATCHED TEXT	PARAGRAPH
Merger	Paragraph 3
CHARACTER SPAN	LOCATION VERIFICATION
586 through 592	VERIFIED

Occurrence 6

“...elligence software, and Parent wishes to acquire the Company and its business through the merger of Merger Sub with and into the Company, with the Company surviving as a wholly owned sub...”

MATCHED TEXT

merger

PARAGRAPH

Paragraph 3

CHARACTER SPAN

913 through 919

LOCATION VERIFICATION

VERIFIED

Occurrence 7

“...software, and Parent wishes to acquire the Company and its business through the merger of Merger Sub with and into the Company, with the Company surviving as a wholly owned subsidiary of...”

MATCHED TEXT

Merger

PARAGRAPH

Paragraph 3

CHARACTER SPAN

923 through 929

LOCATION VERIFICATION

VERIFIED

Occurrence 8

“...into the Company, with the Company surviving as a wholly owned subsidiary of Parent (the “Merger”); WHEREAS, Parent deeply values the Company's exceptional engineering and product talent...”

MATCHED TEXT

Merger

PARAGRAPH

Paragraph 3

CHARACTER SPAN

1033 through 1039

LOCATION VERIFICATION

VERIFIED

Occurrence 9

“...program, each as described herein; WHEREAS, the respective boards of directors of Parent, Merger Sub, and the Company have each determined that the Merger is advisable and in the best in...”

MATCHED TEXT

Merger

PARAGRAPH

Paragraph 3

CHARACTER SPAN

1396 through 1402

LOCATION VERIFICATION

VERIFIED

Occurrence 10

“...boards of directors of Parent, Merger Sub, and the Company have each determined that the Merger is advisable and in the best interests of their respective stockholders, and have approve...”

MATCHED TEXT

Merger

PARAGRAPH

Paragraph 3

CHARACTER SPAN

1454 through 1460

LOCATION VERIFICATION

VERIFIED

Occurrence 11

“...oration,” have the meanings given to them in the body of this Agreement. ARTICLE II — THE MERGER Section 2.1 The Merger. Upon the terms and subject to the conditions of this Agreement,...

MATCHED TEXT

MERGER

PARAGRAPH

Paragraph 3

CHARACTER SPAN

7926 through 7932

LOCATION VERIFICATION

VERIFIED

Occurrence 12

“...ngs given to them in the body of this Agreement. ARTICLE II — THE MERGER Section 2.1 The Merger. Upon the terms and subject to the conditions of this Agreement, and in accordance with...”

MATCHED TEXT

Merger

PARAGRAPH

Paragraph 3

CHARACTER SPAN

7950 through 7956

LOCATION VERIFICATION

VERIFIED

Occurrence 13

“...accordance with the Delaware General Corporation Law (the “DGCL”), at the Effective Time, Merger Sub shall be merged with and into the Company. As a result of the Merger, the separate co...”

MATCHED TEXT

Merger

PARAGRAPH

Paragraph 3

CHARACTER SPAN

8120 through 8126

LOCATION VERIFICATION

VERIFIED

Occurrence 14

“...Effective Time, Merger Sub shall be merged with and into the Company. As a result of the Merger, the separate corporate existence of Merger Sub shall cease, and the Company shall contin...”

MATCHED TEXT

Merger

PARAGRAPH

Paragraph 3

CHARACTER SPAN

8193 through 8199

LOCATION VERIFICATION

VERIFIED

Occurrence 15

“...with and into the Company. As a result of the Merger, the separate corporate existence of Merger Sub shall cease, and the Company shall continue as the surviving corporation (the “Surviv...”

MATCHED TEXT

Merger

PARAGRAPH

Paragraph 3

CHARACTER SPAN

8237 through 8243

LOCATION VERIFICATION

VERIFIED

Occurrence 16

“...tion”) and a wholly owned subsidiary of Parent. Section 2.2 Closing. The closing of the Merger (the “Closing”) shall take place remotely by electronic exchange of documents on the thir...”

MATCHED TEXT

Merger

PARAGRAPH

Paragraph 3

CHARACTER SPAN

8434 through 8440

LOCATION VERIFICATION

VERIFIED

Occurrence 17

“...). Section 2.3 Effective Time. At the Closing, the parties shall cause a certificate of merger to be executed and filed with the Secretary of State of the State of Delaware. The Merger...”

MATCHED TEXT

merger

PARAGRAPH

Paragraph 3

CHARACTER SPAN

8857 through 8863

LOCATION VERIFICATION

VERIFIED

Occurrence 18

“...merger to be executed and filed with the Secretary of State of the State of Delaware. The Merger shall become effective at the time of such filing or at such later time as is agreed by P...”

MATCHED TEXT

Merger

PARAGRAPH

Paragraph 3

CHARACTER SPAN

8947 through 8953

LOCATION VERIFICATION

VERIFIED

Occurrence 19

“...h filing or at such later time as is agreed by Parent and specified in the certificate of merger (the “Effective Time”). Section 2.4 Effects of the Merger. The Merger shall have the ef...”

MATCHED TEXT

merger

PARAGRAPH

Paragraph 3

CHARACTER SPAN

9085 through 9091

LOCATION VERIFICATION

VERIFIED

Occurrence 20

“...pecified in the certificate of merger (the “Effective Time”). Section 2.4 Effects of the Merger. The Merger shall have the effects set forth in the DGCL. At the Effective Time, the cer...”

MATCHED TEXT

Merger

PARAGRAPH

Paragraph 3

CHARACTER SPAN

9144 through 9150

LOCATION VERIFICATION

VERIFIED

Occurrence 21

“...he certificate of merger (the “Effective Time”). Section 2.4 Effects of the Merger. The Merger shall have the effects set forth in the DGCL. At the Effective Time, the certificate of i...”

MATCHED TEXT

Merger

PARAGRAPH

Paragraph 3

CHARACTER SPAN

9157 through 9163

LOCATION VERIFICATION

VERIFIED

Occurrence 22

“...forth in the DGCL. At the Effective Time, the certificate of incorporation and bylaws of Merger Sub as in effect immediately prior to the Effective Time shall become the certificate of...”

MATCHED TEXT

Merger

PARAGRAPH

Paragraph 3

CHARACTER SPAN

9280 through 9286

LOCATION VERIFICATION

VERIFIED

Occurrence 23

“...e of incorporation and bylaws of the Surviving Corporation. The directors and officers of Merger Sub immediately prior to the Effective Time shall be the initial directors and officers o...”

MATCHED TEXT

Merger

PARAGRAPH

Paragraph 3

CHARACTER SPAN

9461 through 9467

LOCATION VERIFICATION

VERIFIED

Occurrence 24

“...e shall be the initial directors and officers of the Surviving Corporation. ARTICLE III — MERGER CONSIDERATION; ADJUSTMENTS; EARNOUT Section 3.1 Closing Consideration. Subject to the a...”

MATCHED TEXT
MERGER

PARAGRAPH
Paragraph 3

CHARACTER SPAN
9600 through 9606

LOCATION VERIFICATION
VERIFIED

Occurrence 25

“...letter of transmittal pursuant to which such Securityholder irrevocably releases Parent, Merger Sub, the Surviving Corporation, and their respective affiliates from any and all claims a...”

MATCHED TEXT
Merger

PARAGRAPH
Paragraph 3

CHARACTER SPAN
16462 through 16468

LOCATION VERIFICATION
VERIFIED

Occurrence 26

“...ure schedules delivered by the Company, the Company represents and warrants to Parent and Merger Sub as of the date hereof and as of the Closing Date as follows. Each representation and...”

MATCHED TEXT
Merger

PARAGRAPH
Paragraph 3

CHARACTER SPAN
17114 through 17120

LOCATION VERIFICATION
VERIFIED

Occurrence 27

“...rrangements made by the Company. ARTICLE V — REPRESENTATIONS AND WARRANTIES OF PARENT AND MERGER SUB Parent and Merger Sub represent and warrant to the Company, solely as of the date her...”

MATCHED TEXT	PARAGRAPH
MERGER	Paragraph 3
CHARACTER SPAN	LOCATION VERIFICATION
19790 through 19796	VERIFIED

Occurrence 28

“...e Company. ARTICLE V — REPRESENTATIONS AND WARRANTIES OF PARENT AND MERGER SUB Parent and Merger Sub represent and warrant to the Company, solely as of the date hereof, as follows. The r...”

MATCHED TEXT	PARAGRAPH
Merger	Paragraph 3
CHARACTER SPAN	LOCATION VERIFICATION
19812 through 19818	VERIFIED

Occurrence 29

“...ct as of the Effective Time. Section 5.1 Organization and Authority. Each of Parent and Merger Sub is duly organized and has the corporate power to enter into this Agreement and consum...”

MATCHED TEXT	PARAGRAPH
Merger	Paragraph 3
CHARACTER SPAN	LOCATION VERIFICATION
20127 through 20133	VERIFIED

Occurrence 30

“...CLOSING Section 7.1 Conditions to Obligations of Parent. The obligations of Parent and Merger Sub to effect the Merger are subject to the satisfaction (or waiver by Parent in its sole...”

MATCHED TEXT

Merger

PARAGRAPH

Paragraph 3

CHARACTER SPAN

25130 through 25136

LOCATION VERIFICATION

VERIFIED

Occurrence 31

“...ditions to Obligations of Parent. The obligations of Parent and Merger Sub to effect the Merger are subject to the satisfaction (or waiver by Parent in its sole discretion) of the follo...”

MATCHED TEXT

Merger

PARAGRAPH

Paragraph 3

CHARACTER SPAN

25155 through 25161

LOCATION VERIFICATION

VERIFIED

Occurrence 32

“...Conditions to Obligations of the Company. The obligations of the Company to effect the Merger are subject to (a) the representations and warranties of Parent being true in all materia...”

MATCHED TEXT

Merger

PARAGRAPH

Paragraph 3

CHARACTER SPAN

26173 through 26179

LOCATION VERIFICATION

VERIFIED

Occurrence 33

“...h their terms. As provided in Article V, the representations and warranties of Parent and Merger Sub shall not survive the Closing. Section 8.2 Indemnification by the Securityholders....”

MATCHED TEXT

Merger

PARAGRAPH

Paragraph 3

CHARACTER SPAN

26949 through 26955

LOCATION VERIFICATION

VERIFIED

Occurrence 34

“...e pages follow.] IN WITNESS WHEREOF, the parties have caused this Agreement and Plan of Merger to be executed as of the date first written above. MERIDIAN LEGAL AI, INC. By: _____...”

MATCHED TEXT

Merger

PARAGRAPH

Paragraph 3

CHARACTER SPAN

34411 through 34417

LOCATION VERIFICATION

VERIFIED

Occurrence 35

“...written above. MERIDIAN LEGAL AI, INC. By: _____ Name: Title: LYRA MERGER SUB, INC. By: _____ Name: Title: LEXORA AI, INC. By: _____...”

MATCHED TEXT

MERGER

PARAGRAPH

Paragraph 3

CHARACTER SPAN

34544 through 34550

LOCATION VERIFICATION

VERIFIED

Finding 1.2

FINDING	CANONICAL IDENTIFIER
acquisition	CS_TERM_ACQUISITION

MATCHED LANGUAGE

acquisition

CATEGORY IDENTIFIER

ASSIGNMENT_AND_CONTROL

OCCURRENCE COUNT

1

WHAT IT MEANS

A purchase of a company or its assets, often addressed by an assignment or change-of-control clause.

LOOK NEARBY FOR

merger, corporate reorganization, change of control, assignment

Source Occurrences

Occurrence 1

“...nt liability in its entirety, and prepaid commissions, capitalized software, and contract acquisition costs shall be excluded from current assets. "Qualifying ARR" means annual recurring reve...”

MATCHED TEXT

acquisition

CHARACTER SPAN

6800 through 6811

Finding 1.3

FINDING

assignment

MATCHED LANGUAGE

Assignment

CATEGORY

Assignment and control

DETECTOR OR RULE

CS_TERM_ACQUISITION

PLAIN-ENGLISH MEANING

One company buying another, or its assets.

WHAT IT MEANS FOR YOU

Like a merger, an acquisition can count as a change of control that lets the other side consent to or block the transfer. Read whether an acquisition is a permitted exception, since that decides how freely the contract moves when ownership changes.

PARAGRAPH

Paragraph 3

LOCATION VERIFICATION

VERIFIED

CANONICAL IDENTIFIER

CS_TERM_ASSIGNMENT

CATEGORY

Assignment and control

CATEGORY IDENTIFIER

ASSIGNMENT_AND_CONTROL

OCCURRENCE COUNT

1

WHAT IT MEANS

The transfer of contractual rights or obligations to another party, frequently limited by consent requirements.

LOOK NEARBY FOR

consent to assign, change in control, is the right mutual, assignment to affiliates

Source Occurrences

Occurrence 1

“..., including any Earnout payment or escrow release, shall not bear interest. Section 10.5 Assignment. The Company may not assign this Agreement without Parent's prior written consent. Paren...”

MATCHED TEXT

Assignment

CHARACTER SPAN

33417 through 33427

Finding 1.4

FINDING

successor

MATCHED LANGUAGE

successor

CATEGORY IDENTIFIER

ASSIGNMENT_AND_CONTROL

DETECTOR OR RULE

CS_TERM_ASSIGNMENT

PLAIN-ENGLISH MEANING

Whether the deal (and who you actually deal with) can be handed to someone else.

WHAT IT MEANS FOR YOU

You chose to do business with this party, not whoever they might transfer the contract to. If they can assign freely but you cannot, you could wake up bound to a stranger while your own flexibility is locked down. Check whether consent is required, and for whom.

PARAGRAPH

Paragraph 3

LOCATION VERIFICATION

VERIFIED

CANONICAL IDENTIFIER

CS_TERM_SUCCESSOR

CATEGORY

Assignment and control

DETECTOR OR RULE

CS_TERM_SUCCESSOR

OCCURRENCE COUNT

1

WHAT IT MEANS

A party that takes over another's rights or obligations, often through a merger, sale, or reorganization.

LOOK NEARBY FOR

successors and assigns, assignment, change in control, does the obligation carry over

Source Occurrences

Occurrence 1

“...onsent. Parent may assign this Agreement, in whole or in part, to any affiliate or to any successor or financing source, without the consent of the Company or the Securityholders. Section 1...”

MATCHED TEXT

successor

CHARACTER SPAN

33594 through 33603

Finding 1.5

FINDING

successor or financing source

MATCHED LANGUAGE

successor or financing source

CATEGORY IDENTIFIER

ASSIGNMENT_AND_CONTROL

OCCURRENCE COUNT

1

PLAIN-ENGLISH MEANING

Whoever ends up standing in the other side's shoes later.

WHAT IT MEANS FOR YOU

A contract that binds and benefits successors can outlive the party you chose. You may find yourself dealing with a company you never picked, bound by promises you made to someone else. Check whether their obligations really follow them.

PARAGRAPH

Paragraph 3

LOCATION VERIFICATION

VERIFIED

CANONICAL IDENTIFIER

CS_TERM_SUCCESSOR_OR_FINANCING_SOURCE

CATEGORY

Assignment and control

DETECTOR OR RULE

CS_TERM_SUCCESSOR_OR_FINANCING_SOURCE

PLAIN-ENGLISH MEANING

The deal reaches people who step into their shoes later, including whoever finances them.

WHAT IT MEANS

Language extending rights or protections to a party's future successors, assignees, or lenders.

WHAT IT MEANS FOR YOU

You chose to deal with this party, but clauses like this can hand your obligations, or your leverage, to a successor or a lender you never met. Check who inherits the rights against you, and whether your consent is required.

LOOK NEARBY FOR

assignment, change in control, prior written consent, third-party beneficiaries

Source Occurrences

Occurrence 1

“...onsent. Parent may assign this Agreement, in whole or in part, to any affiliate or to any successor or financing source, without the consent of the Company or the Securityholders. Section 10.6 Amendment; Noti...”

MATCHED TEXT

successor or financing source

PARAGRAPH

Paragraph 3

CHARACTER SPAN

33594 through 33623

LOCATION VERIFICATION

VERIFIED

3.2 Ownership and equity

CATEGORY IDENTIFIER

OWNERSHIP_AND_EQUITY

CATEGORY DESCRIPTION

Terms about ownership interests and equity.

UNIQUE FINDINGS

16

TOTAL OCCURRENCES

63

CATEGORY STATUS

ACTIVE

Finding 2.1

FINDING

wholly owned subsidiary

CANONICAL IDENTIFIER

CS_TERM_WHOLLY_OWNED_SUBSIDIARY

MATCHED LANGUAGE

wholly owned subsidiary

CATEGORY IDENTIFIER

OWNERSHIP_AND_EQUITY

OCCURRENCE COUNT

3

WHAT IT MEANS

A company entirely owned by another company, with no outside owners.

LOOK NEARBY FOR

which entity signs, parent guarantee, affiliate, change in control

Source Occurrences

Occurrence 1

“...INC. (a Delaware corporation, “Parent”) LYRA MERGER SUB, INC. (a Delaware corporation and wholly owned subsidiary of Parent, “Merger Sub”) and LEXORA AI, INC. (a Delaware corporation, the “Company”) Date...”

MATCHED TEXT

wholly owned subsidiary

CHARACTER SPAN

360 through 383

CATEGORY

Ownership and equity

DETECTOR OR RULE

CS_TERM_WHOLLY_OWNED_SUBSIDIARY

PLAIN-ENGLISH MEANING

A company owned one hundred percent by its parent, with no other stakeholders.

WHAT IT MEANS FOR YOU

Whether you are dealing with the parent or a wholly owned subsidiary changes who actually stands behind the deal. A thinly funded subsidiary may sign the contract while the real money sits with a parent that never promised you anything.

PARAGRAPH

Paragraph 2

LOCATION VERIFICATION

VERIFIED

Occurrence 2

“...rough the merger of Merger Sub with and into the Company, with the Company surviving as a wholly owned subsidiary of Parent (the “Merger”); WHEREAS, Parent deeply values the Company's exceptional enginee...”

MATCHED TEXT	PARAGRAPH
wholly owned subsidiary	Paragraph 3
CHARACTER SPAN	LOCATION VERIFICATION
993 through 1016	VERIFIED

Occurrence 3

“...e Company shall continue as the surviving corporation (the “Surviving Corporation”) and a wholly owned subsidiary of Parent. Section 2.2 Closing. The closing of the Merger (the “Closing”) shall take pl...”

MATCHED TEXT	PARAGRAPH
wholly owned subsidiary	Paragraph 3
CHARACTER SPAN	LOCATION VERIFICATION
8357 through 8380	VERIFIED

Finding 2.2

FINDING	CANONICAL IDENTIFIER
subsidiary	CS_TERM_SUBSIDIARY
MATCHED LANGUAGE	CATEGORY
subsidiary	Ownership and equity
CATEGORY IDENTIFIER	DETECTOR OR RULE
OWNERSHIP_AND_EQUITY	CS_TERM_SUBSIDIARY
OCCURRENCE COUNT	PLAIN-ENGLISH MEANING
4	A company that another company owns and controls.

WHAT IT MEANS

A company controlled by another company, usually through majority ownership.

WHAT IT MEANS FOR YOU

Which entity in a corporate family signs, and which one holds the assets, decides who actually stands behind your deal. A subsidiary can carry the obligations while the value sits safely in the parent.

LOOK NEARBY FOR

wholly owned subsidiary, affiliate, parent guarantee, which entity signs

Source Occurrences

Occurrence 1

“...are corporation, “Parent”) LYRA MERGER SUB, INC. (a Delaware corporation and wholly owned subsidiary of Parent, “Merger Sub”) and LEXORA AI, INC. (a Delaware corporation, the “Company”) Date...”

MATCHED TEXT

subsidiary

PARAGRAPH

Paragraph 2

CHARACTER SPAN

373 through 383

LOCATION VERIFICATION

VERIFIED

Occurrence 2

“...ger of Merger Sub with and into the Company, with the Company surviving as a wholly owned subsidiary of Parent (the “Merger”); WHEREAS, Parent deeply values the Company's exceptional enginee...”

MATCHED TEXT

subsidiary

PARAGRAPH

Paragraph 3

CHARACTER SPAN

1006 through 1016

LOCATION VERIFICATION

VERIFIED

Occurrence 3

“...ll continue as the surviving corporation (the “Surviving Corporation”) and a wholly owned subsidiary of Parent. Section 2.2 Closing. The closing of the Merger (the “Closing”) shall take pl...”

MATCHED TEXT	PARAGRAPH
subsidiary	Paragraph 3
CHARACTER SPAN	LOCATION VERIFICATION
8370 through 8380	VERIFIED

Occurrence 4

“...od from the date hereof until the Closing, the Company shall, and shall cause each of its subsidiaries to, conduct its business only in the ordinary course consistent with past practice in all...”

MATCHED TEXT	PARAGRAPH
subsidiaries	Paragraph 3
CHARACTER SPAN	LOCATION VERIFICATION
20694 through 20706	VERIFIED

Finding 2.3

FINDING	CANONICAL IDENTIFIER
stockholder	CS_TERM_STOCKHOLDER
MATCHED LANGUAGE	CATEGORY
stockholders	Ownership and equity
CATEGORY IDENTIFIER	DETECTOR OR RULE
OWNERSHIP_AND_EQUITY	CS_TERM_STOCKHOLDER
OCCURRENCE COUNT	PLAIN-ENGLISH MEANING
3	Someone who owns a piece of the company.

WHAT IT MEANS

An owner of shares in a corporation.

WHAT IT MEANS FOR YOU

Where a deal treats stockholders as a group, your individual rights can be swept into a collective decision. A majority may bind you, and obligations like releases or indemnities can flow through to you as a stockholder whether you negotiated them or not.

LOOK NEARBY FOR

securityholder, what stockholders must give up, appraisal rights, irrevocably releases

Source Occurrences

Occurrence 1

“...ach determined that the Merger is advisable and in the best interests of their respective stockholders, and have approved this Agreement and the transactions contemplated hereby (the “Transact...”

MATCHED TEXT

stockholders

PARAGRAPH

Paragraph 3

CHARACTER SPAN

1520 through 1532

LOCATION VERIFICATION

VERIFIED

Occurrence 2

“...ver this Agreement and to consummate the Transactions, subject to obtaining the requisite stockholder approval. Section 4.3 Capitalization. The capitalization of the Company is as set forth...”

MATCHED TEXT

stockholder

PARAGRAPH

Paragraph 3

CHARACTER SPAN

18017 through 18028

LOCATION VERIFICATION

VERIFIED

Occurrence 3

“...th, any person in connection therewith. Notwithstanding the foregoing, prior to obtaining stockholder approval, the board may consider an unsolicited written proposal that the board determine...”

MATCHED TEXT	PARAGRAPH
stockholder	Paragraph 3
CHARACTER SPAN	LOCATION VERIFICATION
21471 through 21482	VERIFIED

Finding 2.4

FINDING	CANONICAL IDENTIFIER
capitalization	CS_TERM_CAPITALIZATION
MATCHED LANGUAGE	CATEGORY
Capitalization	Ownership and equity
CATEGORY IDENTIFIER	DETECTOR OR RULE
OWNERSHIP_AND_EQUITY	CS_TERM_CAPITALIZATION
OCCURRENCE COUNT	PLAIN-ENGLISH MEANING
3	The full picture of who owns what slice of the company.
WHAT IT MEANS	WHAT IT MEANS FOR YOU
The makeup of a company's ownership, including shares, options, and other equity, often set out in a capitalization representation or table.	The capitalization decides how the pie is really divided, and hidden options or preferences can shrink your slice. If you are buying in or getting equity, confirm the cap details match what you were told before you sign.
LOOK NEARBY FOR	
duly authorized and validly issued, options and warrants, preferences, dilution	

Source Occurrences

Occurrence 1

“...he Company set forth in Section 4.1 (Organization), Section 4.2 (Authority), Section 4.3 (Capitalization), Section 4.4 (Title to Shares), Section 4.10 (Intellectual Property), Section 4.12 (Taxe...”	
MATCHED TEXT	PARAGRAPH
Capitalization	Paragraph 3
CHARACTER SPAN	LOCATION VERIFICATION
5017 through 5031	VERIFIED

Occurrence 2

“...e the Transactions, subject to obtaining the requisite stockholder approval. Section 4.3 Capitalization. The capitalization of the Company is as set forth on Schedule 4.3, and all outstanding...”	
MATCHED TEXT	PARAGRAPH
Capitalization	Paragraph 3
CHARACTER SPAN	LOCATION VERIFICATION
18052 through 18066	VERIFIED

Occurrence 3

“...subject to obtaining the requisite stockholder approval. Section 4.3 Capitalization. The capitalization of the Company is as set forth on Schedule 4.3, and all outstanding shares have been duly...”	
MATCHED TEXT	PARAGRAPH
capitalization	Paragraph 3
CHARACTER SPAN	LOCATION VERIFICATION
18073 through 18087	VERIFIED

Finding 2.5

FINDING	CANONICAL IDENTIFIER
lockup	CS_TERM_LOCKUP

MATCHED LANGUAGE

lock-up

CATEGORY IDENTIFIER

OWNERSHIP_AND_EQUITY

OCCURRENCE COUNT

1

WHAT IT MEANS

A restriction preventing an owner from selling shares for a set period.

LOOK NEARBY FOR

lockup period, exceptions, repurchase, transfer restrictions

Source Occurrences

Occurrence 1

“...-day volume-weighted average price as determined by Parent, and subject to a twelve-month lock-up and to Parent's right of repurchase upon any holder ceasing to be employed by the Survivi...”

MATCHED TEXT

lock-up

CHARACTER SPAN

10161 through 10168

Finding 2.6

FINDING

repurchase

MATCHED LANGUAGE

repurchase

CATEGORY

Ownership and equity

DETECTOR OR RULE

CS_TERM_LOCKUP

PLAIN-ENGLISH MEANING

A window where you own the shares but are not allowed to sell them.

WHAT IT MEANS FOR YOU

A lockup can trap you in a position while the price moves against you, unable to sell until it lifts. If you are receiving stock, know how long the lockup runs and whether anything can extend it.

PARAGRAPH

Paragraph 3

LOCATION VERIFICATION

VERIFIED

CANONICAL IDENTIFIER

CS_TERM_REPURCHASE

CATEGORY

Ownership and equity

CATEGORY IDENTIFIER
OWNERSHIP_AND_EQUITY

OCCURRENCE COUNT
1

WHAT IT MEANS
A company buying back its own shares, sometimes at a set price or on a triggering event.

LOOK NEARBY FOR
repurchase price, trigger events, forfeiture, vesting

Source Occurrences

Occurrence 1

“...e as determined by Parent, and subject to a twelve-month lock-up and to Parent's right of repurchase upon any holder ceasing to be employed by the Surviving Corporation for any reason; less...”

MATCHED TEXT
repurchase

CHARACTER SPAN
10194 through 10204

Finding 2.7

FINDING
securityholder

MATCHED LANGUAGE
Securityholders

CATEGORY IDENTIFIER
OWNERSHIP_AND_EQUITY

DETECTOR OR RULE
CS_TERM_REPURCHASE

PLAIN-ENGLISH MEANING
The company buying your shares back from you, on its terms.

WHAT IT MEANS FOR YOU
A repurchase right can force you to sell your stake, often when you leave or on a low, formula-driven price. If your equity can be bought back, check the trigger and the price, because your upside may be capped without you noticing.

PARAGRAPH
Paragraph 3

LOCATION VERIFICATION
VERIFIED

CANONICAL IDENTIFIER
CS_TERM_SECURITYHOLDER

CATEGORY
Ownership and equity

DETECTOR OR RULE
CS_TERM_SECURITYHOLDER

OCCURRENCE COUNT

34

WHAT IT MEANS

A holder of any security, including stock, options, warrants, or convertible instruments, broader than a plain stockholder.

LOOK NEARBY FOR

stockholder, how each security is treated, capitalization, letter of transmittal

PLAIN-ENGLISH MEANING

Anyone holding stock, options, or other paper in the company, not just common shares.

WHAT IT MEANS FOR YOU

Deal documents often sweep all securityholders into the same obligations. If you hold options or warrants rather than plain shares, check whether you are treated the same, paid the same, and bound by the same releases.

Source Occurrences

Occurrence 1

“(d) the Adjustment Amount (if negative), less (e) any Permitted Leakage. In addition, the Securityholders may earn up to \$90,000,000 pursuant to the Earnout described in Section 3.4. Section 3.2...”

MATCHED TEXT

Securityholders

PARAGRAPH

Paragraph 3

CHARACTER SPAN

10412 through 10427

LOCATION VERIFICATION

VERIFIED

Occurrence 2

“...rking Capital. The Final Closing Statement shall be final, binding, and conclusive on the Securityholders unless the Securityholders' Representative delivers a written notice of objection, settin...”

MATCHED TEXT

Securityholders

PARAGRAPH

Paragraph 3

CHARACTER SPAN

12244 through 12259

LOCATION VERIFICATION

VERIFIED

Occurrence 3

“...osing Statement shall be final, binding, and conclusive on the Securityholders unless the Securityholders' Representative delivers a written notice of objection, setting forth each disputed item...”

MATCHED TEXT

Securityholders

PARAGRAPH

Paragraph 3

CHARACTER SPAN

12271 through 12286

LOCATION VERIFICATION

VERIFIED

Occurrence 4

“...ecovered first from the Adjustment Escrow and then, without limitation, directly from the Securityholders; if the Adjustment Amount is positive, Parent shall have no obligation to pay any amount...”

MATCHED TEXT

Securityholders

PARAGRAPH

Paragraph 3

CHARACTER SPAN

12662 through 12677

LOCATION VERIFICATION

VERIFIED

Occurrence 5

“...n shall be conclusive. Section 3.4 Earnout. As additional contingent consideration, the Securityholders may become entitled to earnout payments of up to \$90,000,000 in the aggregate (the “Earno...”

MATCHED TEXT

Securityholders

PARAGRAPH

Paragraph 3

CHARACTER SPAN

12986 through 13001

LOCATION VERIFICATION

VERIFIED

Occurrence 6

“...Indemnity Escrow”) with the escrow agent to secure the indemnification obligations of the Securityholders under Article VIII. The Indemnity Escrow shall be released to the Securityholders, net of...”

MATCHED TEXT

Securityholders

PARAGRAPH

Paragraph 3

CHARACTER SPAN

14778 through 14793

LOCATION VERIFICATION

VERIFIED

Occurrence 7

“...of the Securityholders under Article VIII. The Indemnity Escrow shall be released to the Securityholders, net of amounts subject to pending or asserted claims, on the date that is twenty-four mo...”

MATCHED TEXT

Securityholders

PARAGRAPH

Paragraph 3

CHARACTER SPAN

14860 through 14875

LOCATION VERIFICATION

VERIFIED

Occurrence 8

“...his Agreement shall limit a Parent Indemnitee's right to recover Losses directly from the Securityholders in excess of, or instead of, the Indemnity Escrow. Section 3.6 Setoff. Parent shall be...”

MATCHED TEXT

Securityholders

PARAGRAPH

Paragraph 3

CHARACTER SPAN

15326 through 15341

LOCATION VERIFICATION

VERIFIED

Occurrence 9

“...Earnout payment, any release of the Indemnity Escrow, and any other amount payable to the Securityholders, the full amount of any claim for indemnification that Parent has asserted in good faith...”

MATCHED TEXT

Securityholders

PARAGRAPH

Paragraph 3

CHARACTER SPAN

15573 through 15588

LOCATION VERIFICATION

VERIFIED

Occurrence 10

“...deration. (b) As a condition to receipt of any portion of the Closing Consideration, each Securityholder shall execute a letter of transmittal pursuant to which such Securityholder irrevocably r...”

MATCHED TEXT

Securityholder

PARAGRAPH

Paragraph 3

CHARACTER SPAN

16342 through 16356

LOCATION VERIFICATION

VERIFIED

Occurrence 11

“...eration, each Securityholder shall execute a letter of transmittal pursuant to which such Securityholder irrevocably releases Parent, Merger Sub, the Surviving Corporation, and their respective...”

MATCHED TEXT

Securityholder

PARAGRAPH

Paragraph 3

CHARACTER SPAN

16418 through 16432

LOCATION VERIFICATION

VERIFIED

Occurrence 12

“...arising on or prior to the Closing, in any capacity, including any claim relating to such Securityholder's investment in the Company. (c) Each Securityholder shall be deemed to have waived, and...”

MATCHED TEXT

Securityholder

PARAGRAPH

Paragraph 3

CHARACTER SPAN

16647 through 16661

LOCATION VERIFICATION

VERIFIED

Occurrence 13

“...including any claim relating to such Securityholder's investment in the Company. (c) Each Securityholder shall be deemed to have waived, and shall not be entitled to exercise, any appraisal, dis...”

MATCHED TEXT

Securityholder

PARAGRAPH

Paragraph 3

CHARACTER SPAN

16700 through 16714

LOCATION VERIFICATION

VERIFIED

Occurrence 14

“...shares have been duly authorized and validly issued. Section 4.4 Title to Shares. Each Securityholder holds good and valid title to the shares set forth opposite its name, free and clear of a...”

MATCHED TEXT

Securityholder

PARAGRAPH

Paragraph 3

CHARACTER SPAN

18245 through 18259

LOCATION VERIFICATION

VERIFIED

Occurrence 15

“...siness, and shall forfeit any unvested Company equity as provided in Section 3.2. (f) The Securityholders shall indemnify the Parent Indemnitees for any liability arising under the Worker Adjustm...”

MATCHED TEXT

Securityholders

PARAGRAPH

Paragraph 3

CHARACTER SPAN

23943 through 23958

LOCATION VERIFICATION

VERIFIED

Occurrence 16

“...ble in respect thereof charged against the Indemnity Escrow and borne economically by the Securityholders. ARTICLE VII — CONDITIONS TO CLOSING Section 7.1 Conditions to Obligations of Parent. T...”

MATCHED TEXT

Securityholders

PARAGRAPH

Paragraph 3

CHARACTER SPAN

24996 through 25011

LOCATION VERIFICATION

VERIFIED

Occurrence 17

“...Parent and Merger Sub shall not survive the Closing. Section 8.2 Indemnification by the Securityholders. From and after the Closing, the Securityholders shall, severally and, with respect to t...”

MATCHED TEXT

Securityholders

PARAGRAPH

Paragraph 3

CHARACTER SPAN

27027 through 27042

LOCATION VERIFICATION

VERIFIED

Occurrence 18

“...ng. Section 8.2 Indemnification by the Securityholders. From and after the Closing, the Securityholders shall, severally and, with respect to the Fundamental Representations and any fraud, join...”

MATCHED TEXT

Securityholders

PARAGRAPH

Paragraph 3

CHARACTER SPAN

27077 through 27092

LOCATION VERIFICATION

VERIFIED

Occurrence 19

“...n 8.3 Indemnification by Parent. From and after the Closing, Parent shall indemnify the Securityholders solely for Losses arising out of a breach by Parent of a covenant expressly required to b...”

MATCHED TEXT

Securityholders

PARAGRAPH

Paragraph 3

CHARACTER SPAN

28101 through 28116

LOCATION VERIFICATION

VERIFIED

Occurrence 20

“...r warranty, all of which expire at the Effective Time. Section 8.4 Limitations. (a) The Securityholders shall not be liable under Section 8.2(a) until the aggregate Losses exceed \$250,000 (the...”

MATCHED TEXT

Securityholders

PARAGRAPH

Paragraph 3

CHARACTER SPAN

28600 through 28615

LOCATION VERIFICATION

VERIFIED

Occurrence 21

“...ion 8.2(a) until the aggregate Losses exceed \$250,000 (the “Deductible”), after which the Securityholders shall be liable for all Losses from the first dollar; provided that the Deductible shall...”

MATCHED TEXT

Securityholders

PARAGRAPH

Paragraph 3

CHARACTER SPAN

28736 through 28751

LOCATION VERIFICATION

VERIFIED

Occurrence 22

“...I Representation, any Pre-Closing Taxes, or any fraud. (b) The aggregate liability of the Securityholders under Section 8.2(a) for breaches other than Fundamental Representations shall not exceed...”

MATCHED TEXT

Securityholders

PARAGRAPH

Paragraph 3

CHARACTER SPAN

28970 through 28985

LOCATION VERIFICATION

VERIFIED

Occurrence 23

“...ntations shall not exceed the Escrow Amount; provided that the aggregate liability of the Securityholders for breaches of Fundamental Representations, for Pre-Closing Taxes, and for fraud shall n...”

MATCHED TEXT

Securityholders

PARAGRAPH

Paragraph 3

CHARACTER SPAN

29140 through 29155

LOCATION VERIFICATION

VERIFIED

Occurrence 24

“...epresentations, warranties, covenants, or indemnification obligations of the Company, the Securityholders shall bear and reimburse Parent’s reasonable attorneys’ fees and costs regardless of the...”

MATCHED TEXT

Securityholders

PARAGRAPH

Paragraph 3

CHARACTER SPAN

31974 through 31989

LOCATION VERIFICATION

VERIFIED

Occurrence 25

“...costs regardless of the outcome, and Parent shall not be liable for the Company’s or the Securityholders’ fees in any circumstance. Section 10.3 Entire Agreement; Non-Reliance. This Agreement,...”

MATCHED TEXT

Securityholders

PARAGRAPH

Paragraph 3

CHARACTER SPAN

32144 through 32159

LOCATION VERIFICATION

VERIFIED

Occurrence 26

“...gs, representations, and statements, whether oral or written. Each of the Company and the Securityholders acknowledges and agrees that, in entering into this Agreement, it has not relied upon, an...”

MATCHED TEXT

Securityholders

PARAGRAPH

Paragraph 3

CHARACTER SPAN

32482 through 32497

LOCATION VERIFICATION

VERIFIED

Occurrence 27

“...as expressly set forth in Section 3.4. Section 10.4 Interest. Any amount payable by the Securityholders or the Company to Parent that is not paid when due shall bear interest at twelve percent...”

MATCHED TEXT

Securityholders

PARAGRAPH

Paragraph 3

CHARACTER SPAN

33140 through 33155

LOCATION VERIFICATION

VERIFIED

Occurrence 28

“...rest at twelve percent per annum, compounded monthly. Any amount payable by Parent to the Securityholders, including any Earnout payment or escrow release, shall not bear interest. Section 10.5...”

MATCHED TEXT

Securityholders

PARAGRAPH

Paragraph 3

CHARACTER SPAN

33312 through 33327

LOCATION VERIFICATION

VERIFIED

Occurrence 29

“...iliate or to any successor or financing source, without the consent of the Company or the Securityholders. Section 10.6 Amendment; Notices; Counterparts. This Agreement may be amended only by a...”

MATCHED TEXT

Securityholders

PARAGRAPH

Paragraph 3

CHARACTER SPAN

33667 through 33682

LOCATION VERIFICATION

VERIFIED

Occurrence 30

“...provided in Section 2.7(c). This Agreement may be executed in counterparts. Section 10.7 Securityholders' Representative. By approving this Agreement or accepting any consideration hereunder, e...”

MATCHED TEXT

Securityholders

PARAGRAPH

Paragraph 3

CHARACTER SPAN

33942 through 33957

LOCATION VERIFICATION

VERIFIED

Occurrence 31

“...presentative. By approving this Agreement or accepting any consideration hereunder, each Securityholder irrevocably appoints the Securityholders' Representative as its agent, and agrees that Pa...”

MATCHED TEXT

Securityholder

PARAGRAPH

Paragraph 3

CHARACTER SPAN

34051 through 34065

LOCATION VERIFICATION

VERIFIED

Occurrence 32

“...nt or accepting any consideration hereunder, each Securityholder irrevocably appoints the Securityholders' Representative as its agent, and agrees that Parent shall be entitled to rely conclusive...”

MATCHED TEXT

Securityholders

PARAGRAPH

Paragraph 3

CHARACTER SPAN

34091 through 34106

LOCATION VERIFICATION

VERIFIED

Occurrence 33

“...es that Parent shall be entitled to rely conclusively on the actions and inactions of the Securityholders' Representative without any liability to any Securityholder. [Signature pages follow.]...”

MATCHED TEXT	PARAGRAPH
Securityholders	Paragraph 3
CHARACTER SPAN	LOCATION VERIFICATION
34235 through 34250	VERIFIED

Occurrence 34

“...actions and inactions of the Securityholders' Representative without any liability to any Securityholder. [Signature pages follow.] IN WITNESS WHEREOF, the parties have caused this Agreement a...”

MATCHED TEXT	PARAGRAPH
Securityholder	Paragraph 3
CHARACTER SPAN	LOCATION VERIFICATION
34296 through 34310	VERIFIED

Finding 2.8

FINDING	CANONICAL IDENTIFIER
affiliate	CS_TERM_AFFILIATE
MATCHED LANGUAGE	CATEGORY
affiliates	Ownership and equity
CATEGORY IDENTIFIER	DETECTOR OR RULE
OWNERSHIP_AND_EQUITY	CS_TERM_AFFILIATE
OCCURRENCE COUNT	PLAIN-ENGLISH MEANING
3	The other companies in the same corporate family.

WHAT IT MEANS

A person or entity that controls, is controlled by, or is under common control with a party.

WHAT IT MEANS FOR YOU

Rights and obligations that reach affiliates can stretch a deal far past the entity you signed with. A restriction on affiliates can bind companies you have never dealt with, and a benefit to affiliates can hand your value to the whole group.

LOOK NEARBY FOR

how affiliate is defined, subsidiary, change in control, flow-down obligations

Source Occurrences

Occurrence 1

“...irrevocably releases Parent, Merger Sub, the Surviving Corporation, and their respective affiliates from any and all claims arising on or prior to the Closing, in any capacity, including an...”

MATCHED TEXT

affiliates

PARAGRAPH

Paragraph 3

CHARACTER SPAN

16522 through 16532

LOCATION VERIFICATION

VERIFIED

Occurrence 2

“...ally, indemnify and hold harmless Parent, the Surviving Corporation, and their respective affiliates, officers, directors, employees, and agents (the “Parent Indemnitees”) from and against a...”

MATCHED TEXT

affiliates

PARAGRAPH

Paragraph 3

CHARACTER SPAN

27285 through 27295

LOCATION VERIFICATION

VERIFIED

Occurrence 3

“...nt's prior written consent. Parent may assign this Agreement, in whole or in part, to any affiliate or to any successor or financing source, without the consent of the Company or the Securi...”

MATCHED TEXT	PARAGRAPH
affiliate	Paragraph 3
CHARACTER SPAN	LOCATION VERIFICATION
33574 through 33583	VERIFIED

Finding 2.9

FINDING	CANONICAL IDENTIFIER
duly organized	CS_TERM_DULY_ORGANIZED
MATCHED LANGUAGE	CATEGORY
duly organized	Ownership and equity
CATEGORY IDENTIFIER	DETECTOR OR RULE
OWNERSHIP_AND_EQUITY	CS_TERM_DULY_ORGANIZED
OCCURRENCE COUNT	PLAIN-ENGLISH MEANING
2	A promise that the company was set up correctly in the first place.
WHAT IT MEANS	WHAT IT MEANS FOR YOU
A representation that a company was properly formed under the law of its jurisdiction.	This looks like boilerplate, but it is a foundation stone. If the entity you are dealing with was never properly organized, the authority behind every signature can wobble. It matters most when something later goes wrong.
LOOK NEARBY FOR	
validly existing, in good standing, jurisdiction of formation	

Source Occurrences

Occurrence 1

“...curacy of any such representation or warranty. Section 4.1 Organization. The Company is duly organized, validly existing, and in good standing under the laws of the State of Delaware. Section...”	
MATCHED TEXT	PARAGRAPH
duly organized	Paragraph 3
CHARACTER SPAN	LOCATION VERIFICATION
17727 through 17741	VERIFIED

Occurrence 2

“...ffective Time. Section 5.1 Organization and Authority. Each of Parent and Merger Sub is duly organized and has the corporate power to enter into this Agreement and consummate the Transactions....”	
MATCHED TEXT	PARAGRAPH
duly organized	Paragraph 3
CHARACTER SPAN	LOCATION VERIFICATION
20141 through 20155	VERIFIED

Finding 2.10

FINDING	CANONICAL IDENTIFIER
validly existing	CS_TERM_VALIDLY_EXISTING
MATCHED LANGUAGE	CATEGORY
validly existing	Ownership and equity
CATEGORY IDENTIFIER	DETECTOR OR RULE
OWNERSHIP_AND_EQUITY	CS_TERM_VALIDLY_EXISTING
OCCURRENCE COUNT	PLAIN-ENGLISH MEANING
1	A promise the company is still legally alive right now.

WHAT IT MEANS

A representation that the entity legally exists at the time of the statement, not just that it was once formed.

WHAT IT MEANS FOR YOU

Companies can lapse, dissolve, or fall out of existence quietly. This assurance is only as good as its date. Where it matters, confirm the entity is currently valid, not merely that it existed on paper years ago.

LOOK NEARBY FOR

duly organized, in good standing, date of the representation

Source Occurrences

Occurrence 1

“...ch representation or warranty. Section 4.1 Organization. The Company is duly organized, validly existing, and in good standing under the laws of the State of Delaware. Section 4.2 Authority. T...”

MATCHED TEXT

validly existing

PARAGRAPH

Paragraph 3

CHARACTER SPAN

17743 through 17759

LOCATION VERIFICATION

VERIFIED

Finding 2.11

FINDING

in good standing

CANONICAL IDENTIFIER

CS_TERM_IN_GOOD_STANDING

MATCHED LANGUAGE

in good standing

CATEGORY

Ownership and equity

CATEGORY IDENTIFIER

OWNERSHIP_AND_EQUITY

DETECTOR OR RULE

CS_TERM_IN_GOOD_STANDING

OCCURRENCE COUNT

2

PLAIN-ENGLISH MEANING

The company has paid its dues and filed its paperwork, so the state considers it in order.

WHAT IT MEANS

A representation that a company has met its basic legal and filing obligations and is current with the state.

WHAT IT MEANS FOR YOU

An entity that has slipped out of good standing may not be able to enforce contracts or do business until it fixes the lapse. If the other side is not in good standing, the deal you are counting on can stall on a technicality.

LOOK NEARBY FOR

duly organized, validly existing, requisite corporate power and authority

Source Occurrences

Occurrence 1

“...arranty. Section 4.1 Organization. The Company is duly organized, validly existing, and in good standing under the laws of the State of Delaware. Section 4.2 Authority. The Company has all req...”

MATCHED TEXT

in good standing

PARAGRAPH

Paragraph 3

CHARACTER SPAN

17765 through 17781

LOCATION VERIFICATION

VERIFIED

Occurrence 2

“...anty. Section 4.1 Organization. The Company is duly organized, validly existing, and in good standing under the laws of the State of Delaware. Section 4.2 Authority. The Company has all req...”

MATCHED TEXT

good standing

PARAGRAPH

Paragraph 3

CHARACTER SPAN

17768 through 17781

LOCATION VERIFICATION

VERIFIED

Finding 2.12

FINDING

requisite corporate power and authority

CANONICAL IDENTIFIER

CS_TERM_REQUISITE_CORPORATE_POWER_AND
_AUTHORITY

MATCHED LANGUAGE

requisite corporate power and authority

CATEGORY IDENTIFIER

OWNERSHIP_AND_EQUITY

OCCURRENCE COUNT

2

WHAT IT MEANS

A representation that the company is legally allowed to enter the deal and has taken the internal steps to approve it.

LOOK NEARBY FOR

duly authorized and validly issued, board approval, who signed, in good standing

Source Occurrences

Occurrence 1

“...ing under the laws of the State of Delaware. Section 4.2 Authority. The Company has all requisite corporate power and authority to execute and deliver this Agreement and to consummate the Transactions, subject to obta...”

MATCHED TEXT

requisite corporate power and authority

CHARACTER SPAN

17868 through 17907

CATEGORY

Ownership and equity

DETECTOR OR RULE

CS_TERM_REQUISITE_CORPORATE_POWER_AND_AUTHORITY

PLAIN-ENGLISH MEANING

A promise the company is actually allowed to sign this, and did the approvals to prove it.

WHAT IT MEANS FOR YOU

If the signer lacked authority or skipped a required board or shareholder approval, the deal can be challenged later. This representation is your comfort that the person across the table can truly bind their company.

PARAGRAPH

Paragraph 3

LOCATION VERIFICATION

VERIFIED

Occurrence 2

“...the laws of the State of Delaware. Section 4.2 Authority. The Company has all requisite corporate power and authority to execute and deliver this Agreement and to consummate the Transactions, subject to obta...”	
MATCHED TEXT	PARAGRAPH
corporate power and authority	Paragraph 3
CHARACTER SPAN	LOCATION VERIFICATION
17878 through 17907	VERIFIED

Finding 2.13

FINDING	CANONICAL IDENTIFIER
duly authorized and validly issued	CS_TERM_DULY_AUTHORIZED_AND_VALIDLY_ISSUED
MATCHED LANGUAGE	CATEGORY
duly authorized and validly issued	Ownership and equity
CATEGORY IDENTIFIER	DETECTOR OR RULE
OWNERSHIP_AND_EQUITY	CS_TERM_DULY_AUTHORIZED_AND_VALIDLY_ISSUED
OCCURRENCE COUNT	PLAIN-ENGLISH MEANING
1	A promise the shares you are getting are real, approved, and free of hidden calls for more money.
WHAT IT MEANS	WHAT IT MEANS FOR YOU
A representation that shares were properly approved and correctly issued, and are fully paid and non-assessable where stated.	Improperly issued shares can be void or leave you owing more. If you are receiving equity, this assurance is what stands between you and a stake that turns out to be defective. Confirm it covers exactly the shares you are getting.
LOOK NEARBY FOR	
capitalization, fully paid and non-assessable, free and clear of all liens	

Source Occurrences

Occurrence 1

“...tion of the Company is as set forth on Schedule 4.3, and all outstanding shares have been duly authorized and validly issued. Section 4.4 Title to Shares. Each Securityholder holds good and valid title to the sha...”	
MATCHED TEXT duly authorized and validly issued	PARAGRAPH Paragraph 3
CHARACTER SPAN 18173 through 18207	LOCATION VERIFICATION VERIFIED

Finding 2.14

FINDING free and clear of all liens	CANONICAL IDENTIFIER CS_TERM_FREE_AND_CLEAR_OF_ALL_LIENS
MATCHED LANGUAGE free and clear of all liens	CATEGORY Ownership and equity
CATEGORY IDENTIFIER OWNERSHIP_AND_EQUITY	DETECTOR OR RULE CS_TERM_FREE_AND_CLEAR_OF_ALL_LIENS
OCCURRENCE COUNT 1	PLAIN-ENGLISH MEANING You are supposed to receive the asset without someone else already having a financial claim wrapped around it.
WHAT IT MEANS A statement that property or ownership is transferred without another person holding a security interest or competing claim against it.	WHAT IT MEANS FOR YOU You can pay for an asset and later discover that a lender, creditor, or former owner still has rights against it. That is an expensive surprise with excellent paperwork.
LOOK NEARBY FOR encumbrances, security interests, permitted liens, payoff letters, lien releases	