

# Treaty-Shopping

This is a strategy used by corporations to take advantage of more favorable tax treaties available in certain jurisdictions.

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# Third Party Claims

These are claims made by individuals or entities who are not parties to the contract but who may have rights or claims related to the transaction.

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# Seller's Knowledge

This refers to the information that the seller of a business is aware of at the time of an M&A transaction.

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# Reps & Warranties

These are statements of fact made by one party to another party in a contract.

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# **Non-Disclosure Agreement**

This is a legal contract between at least two parties that outlines confidential material, knowledge, or information that the parties wish to share with one another for certain purposes, but wish to restrict access to by third parties.

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# **Non-Compete and Non-Solicitation clauses in M&A Transactions**

These are clauses in a contract that prevent a party from competing with the business or soliciting its customers

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# **MAC Clause**

This is a provision in a contract that allows a party to back out of a deal if there is a significant negative change in the business being acquired.

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# **Limitation of Liability (de minimis, basket, cap)**

These are terms that limit the amount of liability a party can be held responsible for in a contract.

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## **Legal Opinion**

This is a written statement by a legal professional about the legality or legal implications of a transaction or situation.

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## **HOHW clause**

This is a clause in a contract that specifies how certain provisions of the contract should be interpreted.