



## Production of transaction deal bibles for in-house Legal departments Guidance Note Summary

30 September 2009

### 1 Proposal

In house legal departments wish to take advantage of technology and store electronic deal bibles or transaction volumes on their shared network drive, Intranet or document management system. Once a copy of the information on the CD has been made, the bible CD will generally be archived off-site.

To simplify the process, all law firms are asked to be able to produce bible CDs in a standard format.

#### a) File format and folder structure

Where available, each document should be provided in both Acrobat PDF and Word formats. The documents should be given the same title, but with a different file extension (e.g. .doc or .pdf).

Where possible Adobe Acrobat PDF documents should be OCR'd by the law firm so they are fully searchable.

Documents should not be password protected.

All documents should be in one directory on the CD – no sub-folders are required.

#### b) File names

The file names will be comprised of four sections:

Section 1	Section 2	Section 3	Section 4
Index Reference	Document name	Parties	Date

#### Section 1: Index Reference

To ensure file names appear in the order they are shown on the Index document, they should be prefixed with a two or three character numeric reference e.g. 00 (for the Index), 01, 02, etc:

#### Section 2: Document/Agreement Type

The type of document (e.g. Stock Transfer Form, Share Purchase Agreement). These should always be in full, unless there is a commonly accepted acronym. For example OFT (for the Office of Fair Trading) is acceptable, STF (for Stock Transfer Form) is not used enough to be considered common.

#### Section 3: Names of the parties

The names of the parties, e.g. "between X PLC and Y Limited" should always been included.

#### Section 4: Date of the document

This information should always be included preceded by the word “dated”. In each case, the date should be written in full (e.g. 11 March 2008) and not in other formats such as 11/03/2008 or 03/11/08.

Generally, no punctuation is to be used in file names (such as apostrophes, hyphens, full stops, underscores, colons, and semi-colons).

Example file names are:

- 00 Project Alpha –Index document
- 01 Amended and Restated Share and Purchase Agreement between X, Y and Z dated 4 August 2008
- 02 Resolution of the board of directors authorising an increase in the share capital of X and Y Limited to 12000 shares dated 12 December 2008

#### **c) Index**

A Word or PDF document named “00 Index”, set out in the law firms usual house style for bible indexes (so it clearly illustrates the structure of the transaction and fully describes each document) must be provided. **The names of the documents listed on the Index file must match the file names of the individual files provided on the CD.** It is not necessary for this index document to have hyperlinks to the individual documents.

#### **d) Metadata (Optional)**

Optionally, each Word or PDF document should contain the following metadata.

File or Title: the file name (which matches the name of the document on the Index)

Author: the name of your law firm

Keywords: Insert the following text: “Project name:” and “Governing law:” followed by the relevant details.

#### **e) Delivery method**

Due to the confidential nature of the documents stored on CDs it is recommended that the CD is encrypted using WinZip and that the password is advised separately to the client.

Rather than using CDs, firms may agree to provide their client with access to a secure Internet Portal from which the files can be copied.

The views, recommendations, policies and other comments in this document are those of the individual members to which they are attributed and are not to be construed as being those of the firms or organisations which those members represent. For the avoidance of doubt, all such views, recommendations, policies and comments are made or given on an informal and non-binding basis, for the purposes of Litig Limited and KMIT and not for any other reason, and accordingly neither Litig Limited, it's Directors, KMIT nor the shareholder or delegate/member in question shall have any responsibility or liability for any loss or damage arising from the use of or reliance on such views.