



Workshare 9

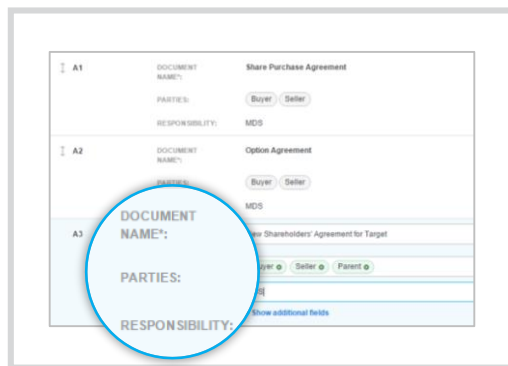
Checklists and Closing Binders

Getting Started Guide

Run deals the right way

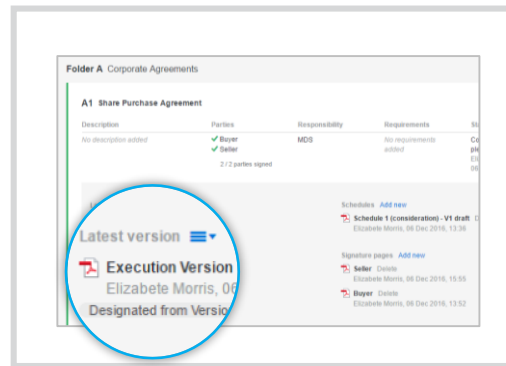
Automate the transaction process so your deals move faster and more securely.

Create the deal



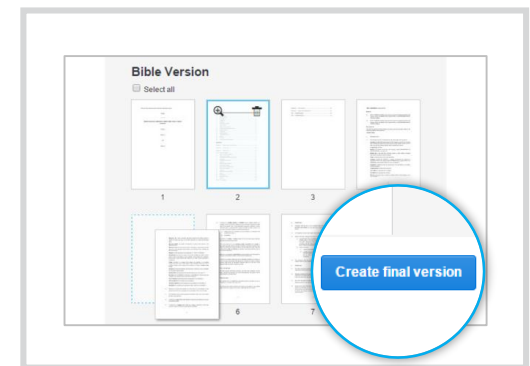
Set up an online workspace based on the documents checklist and invite participants.

Exchange drafts



The workspace becomes the primary way to exchange deal files, eliminating email overload.

Close the deal



Closing the deal is ordered and organized so you can quickly prepare closing binders (or “bible versions”).

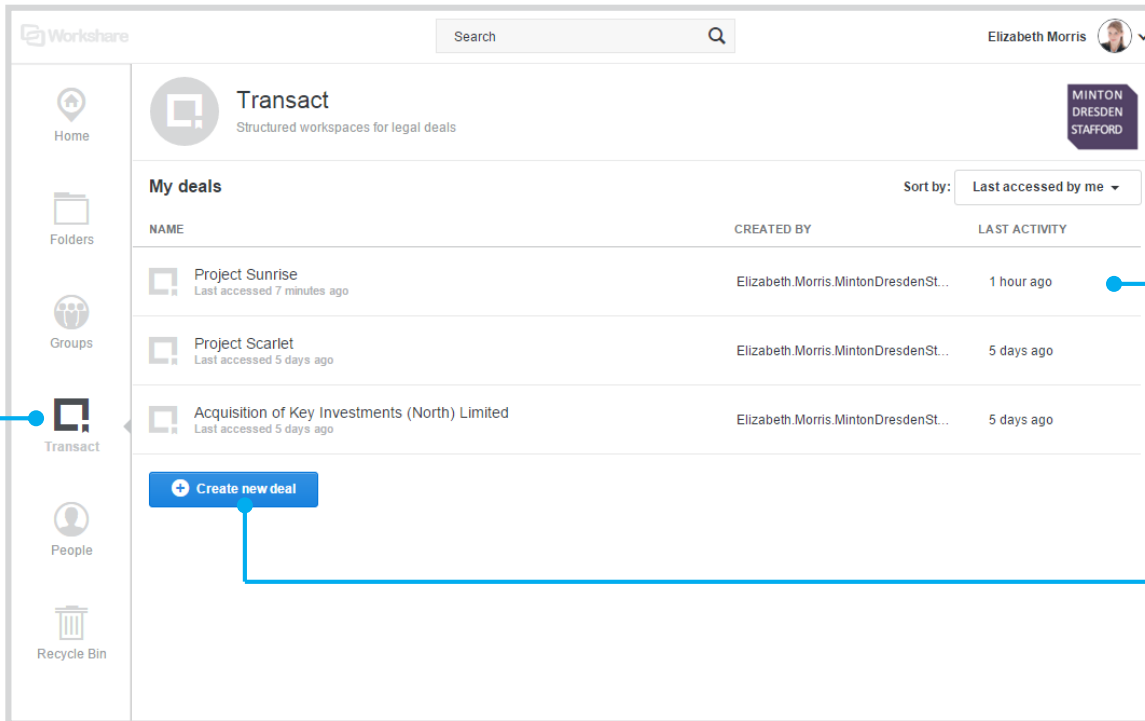
Get started...

Create the deal




Access the deals area

When you have an internet connection, you can access your deals – wherever you are.

Log in to my.workshare.com or open the Workshare desktop app and select **Transact**.



The screenshot shows the Workshare interface with the Transact section selected in the left sidebar. The main content area displays a table of deals under the heading "My deals". The table has columns for NAME, CREATED BY, and LAST ACTIVITY. Below the table is a blue button labeled "Create new deal".

NAME	CREATED BY	LAST ACTIVITY
 Project Sunrise Last accessed 7 minutes ago	Elizabeth.Morris.MintonDresdenSt...	1 hour ago
 Project Scarlet Last accessed 5 days ago	Elizabeth.Morris.MintonDresdenSt...	5 days ago
 Acquisition of Key Investments (North) Limited Last accessed 5 days ago	Elizabeth.Morris.MintonDresdenSt...	5 days ago

Your active deals are available here. Select a deal to work with it.

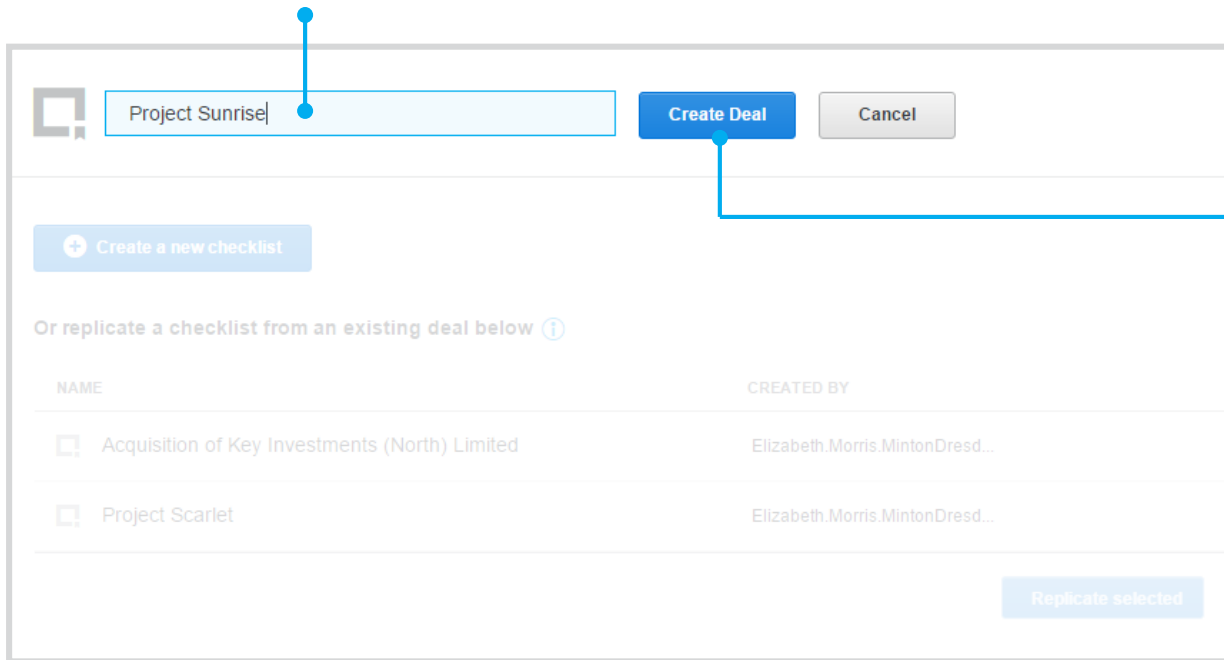
If you want to start a new deal, click here.

Create the deal



1. Name the deal

When you create a new deal, you'll be asked to set up the deal's structure. This includes giving it a name and indicating which parties and documents will be involved.

The first step is to give the deal a name.



The screenshot shows a form for creating a deal. At the top left is a small icon. To its right is a text input field containing "Project Sunrise". To the right of the input field are two buttons: "Create Deal" (blue) and "Cancel" (grey). Below the input field is a blue button with a plus sign and the text "Create a new checklist". Below that is a section titled "Or replicate a checklist from an existing deal below" with an information icon. This section contains a table with two columns: "NAME" and "CREATED BY".

NAME	CREATED BY
 Acquisition of Key Investments (North) Limited	Elizabeth.Morris.MintonDresd...
 Project Scarlet	Elizabeth.Morris.MintonDresd...

At the bottom right of the table area is a blue button labeled "Replicate selected".

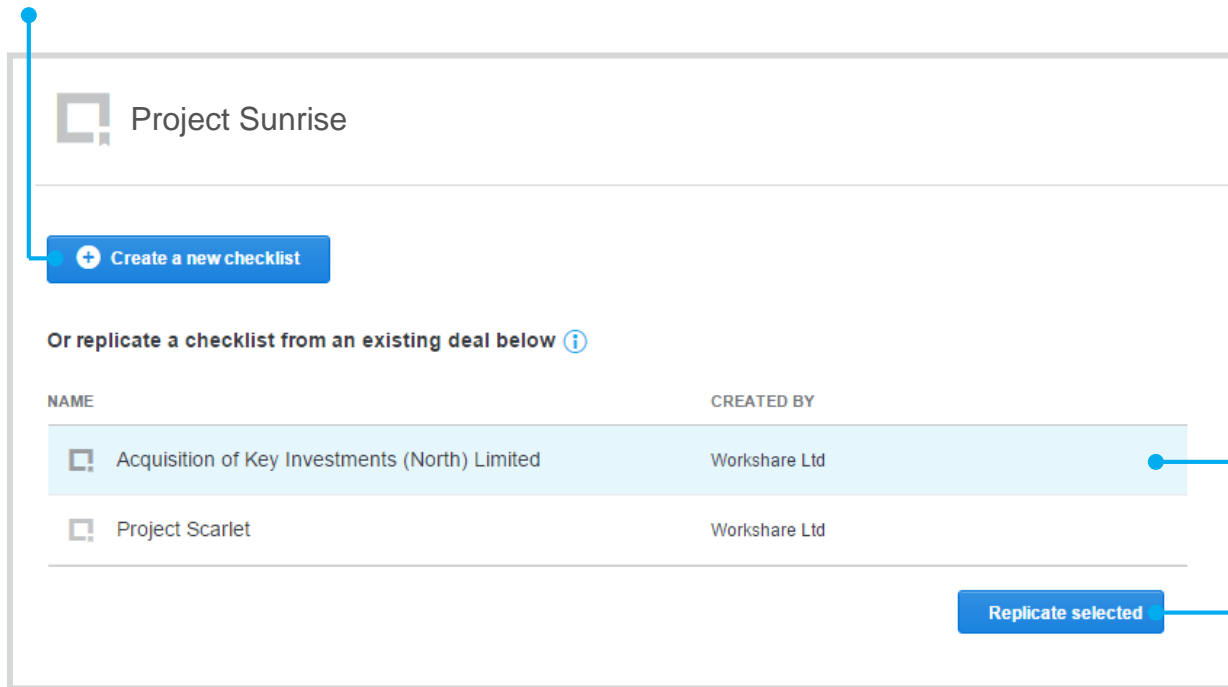
When you've given it a name, click **Create Deal**.

Create the deal

2. Create a new checklist or replicate an existing one

After you've created your deal, you'll be asked whether you want to create a new checklist or replicate an existing checklist.

To create a checklist from scratch, click **Create a new checklist**.



The screenshot shows the 'Project Sunrise' interface. At the top left, there is a project icon and the text 'Project Sunrise'. Below this, there is a blue button with a plus sign and the text 'Create a new checklist'. Underneath, there is a heading 'Or replicate a checklist from an existing deal below' followed by an information icon. Below this heading is a table with two columns: 'NAME' and 'CREATED BY'. The table contains two rows: the first row has 'Acquisition of Key Investments (North) Limited' under 'NAME' and 'Workshare Ltd' under 'CREATED BY'; the second row has 'Project Scarlet' under 'NAME' and 'Workshare Ltd' under 'CREATED BY'. At the bottom right of the table area, there is a blue button with the text 'Replicate selected'. A blue line with a dot at the end points from the 'Replicate selected' button to the text on the right. Another blue line with a dot at the end points from the 'Create a new checklist' button to the text on the left.

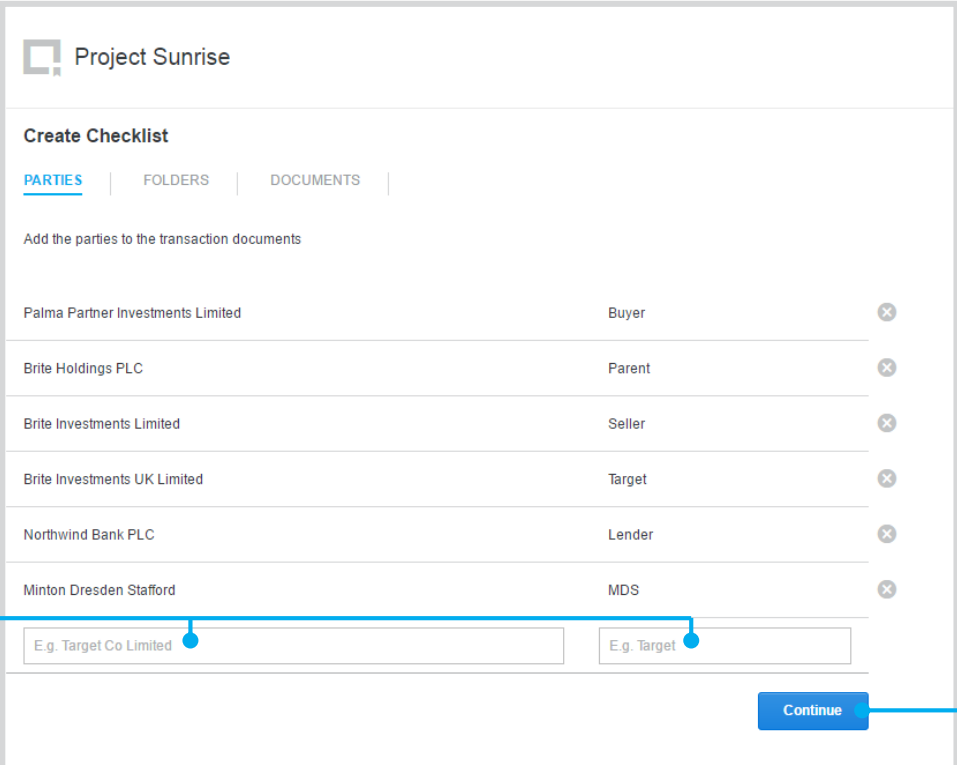
To replicate a checklist from another deal, select the deal, then click **Replicate selected**.

Create the deal

3. Name the parties

The next step is to name the parties to the deal and give each one an abbreviation that will be used to identify it in the documents checklist.

Enter the names of each party to the deal. Give each party an appropriate abbreviation that the deal participants will recognize. Names and abbreviations must be unique.



The screenshot shows the 'Project Sunrise' interface for creating a checklist. The 'PARTIES' tab is selected. A table lists six parties with their names and roles. Below the table are two input fields for adding new parties, each with a placeholder 'E.g. Target Co Limited' and 'E.g. Target'. A blue 'Continue' button is located at the bottom right of the interface.

Party Name	Role	Action
Palma Partner Investments Limited	Buyer	✕
Brite Holdings PLC	Parent	✕
Brite Investments Limited	Seller	✕
Brite Investments UK Limited	Target	✕
Northwind Bank PLC	Lender	✕
Minton Dresden Stafford	MDS	✕

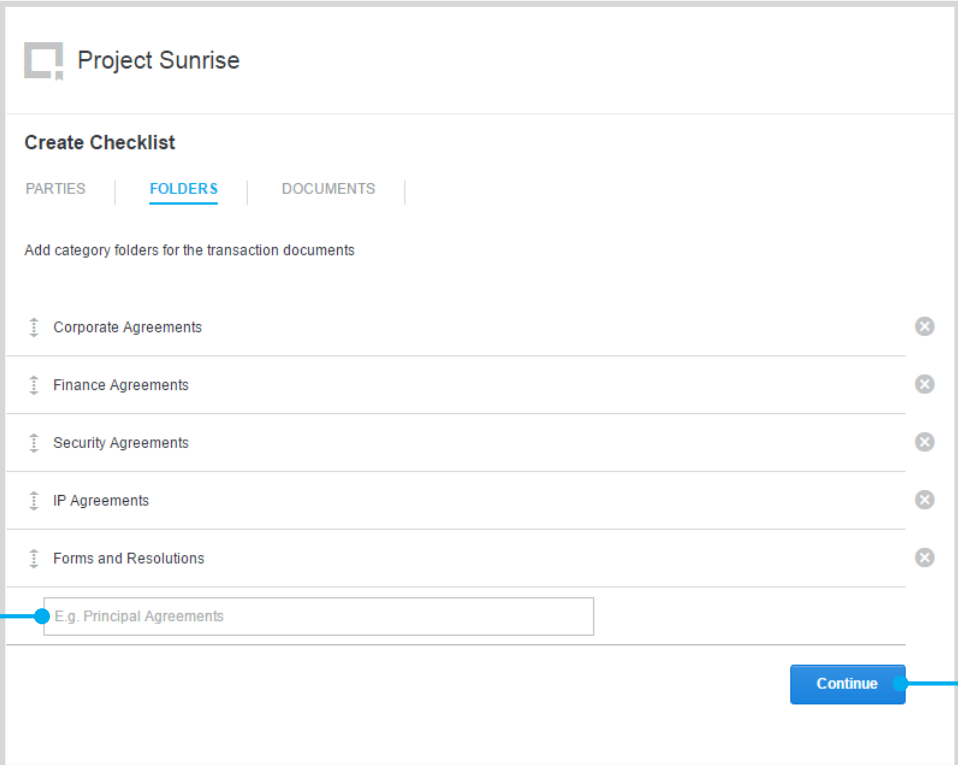
When you've finished adding the parties, click **Continue**.

Create the deal

4. Name the document folders

Now create folders to contain the documents for the deal. Each folder should represent a different section of the documents checklist.

Enter unique folder names appropriate for the deal.



Project Sunrise

Create Checklist

PARTIES | FOLDERS | DOCUMENTS

Add category folders for the transaction documents

- Corporate Agreements
- Finance Agreements
- Security Agreements
- IP Agreements
- Forms and Resolutions

E.g. Principal Agreements

Continue

When you've added all your folders, click **Continue**.

Create the deal

5. Enter the details of the documents

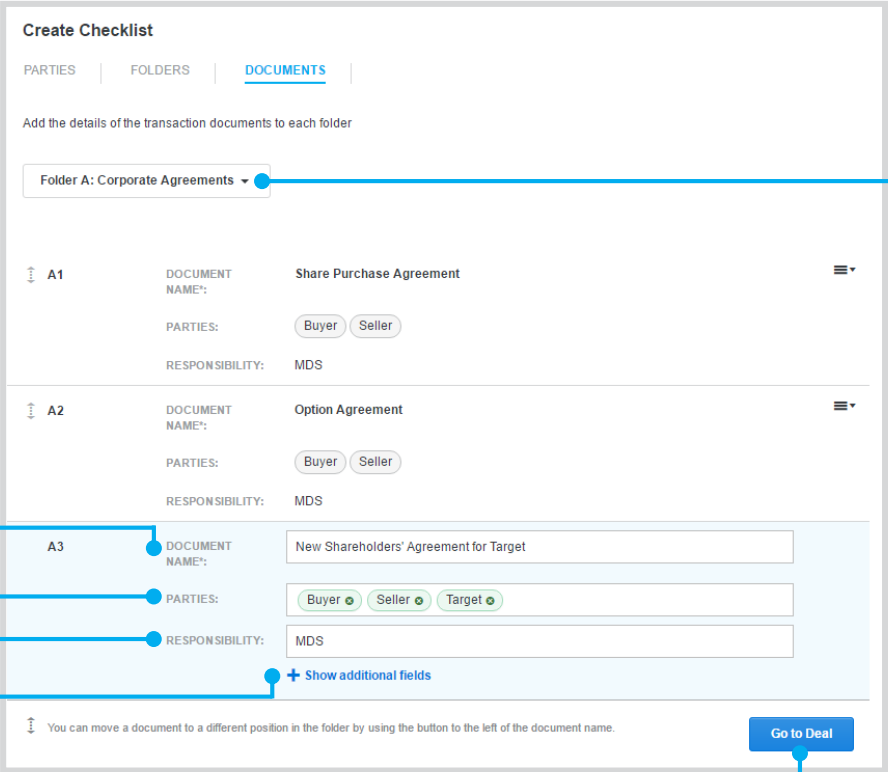
Now that the folders are set up, name the documents that will go in them and indicate which parties will sign the documents.

1 Enter a unique document name.

2 Add parties to the document.

If you want to allocate responsibility for producing drafts of the document, use the **Responsibility** field. Responsibility is optional.

3 You can add a description or requirements for the document. These are optional fields that are available under **Show additional fields**.



The screenshot shows the 'Create Checklist' interface with three tabs: PARTIES, FOLDERS, and DOCUMENTS. The 'DOCUMENTS' tab is active. Below the tabs, there is a header 'Add the details of the transaction documents to each folder' and a dropdown menu showing 'Folder A: Corporate Agreements'. The main area contains three document entries:

- A1**: DOCUMENT NAME: Share Purchase Agreement; PARTIES: Buyer, Seller; RESPONSIBILITY: MDS.
- A2**: DOCUMENT NAME: Option Agreement; PARTIES: Buyer, Seller; RESPONSIBILITY: MDS.
- A3**: DOCUMENT NAME: New Shareholders' Agreement for Target; PARTIES: Buyer, Seller, Target; RESPONSIBILITY: MDS.

Below the A3 entry is a '+ Show additional fields' link. At the bottom right is a 'Go to Deal' button. A note at the bottom left states: 'You can move a document to a different position in the folder by using the button to the left of the document name.'


4 Select the next folder and add its document names and parties.

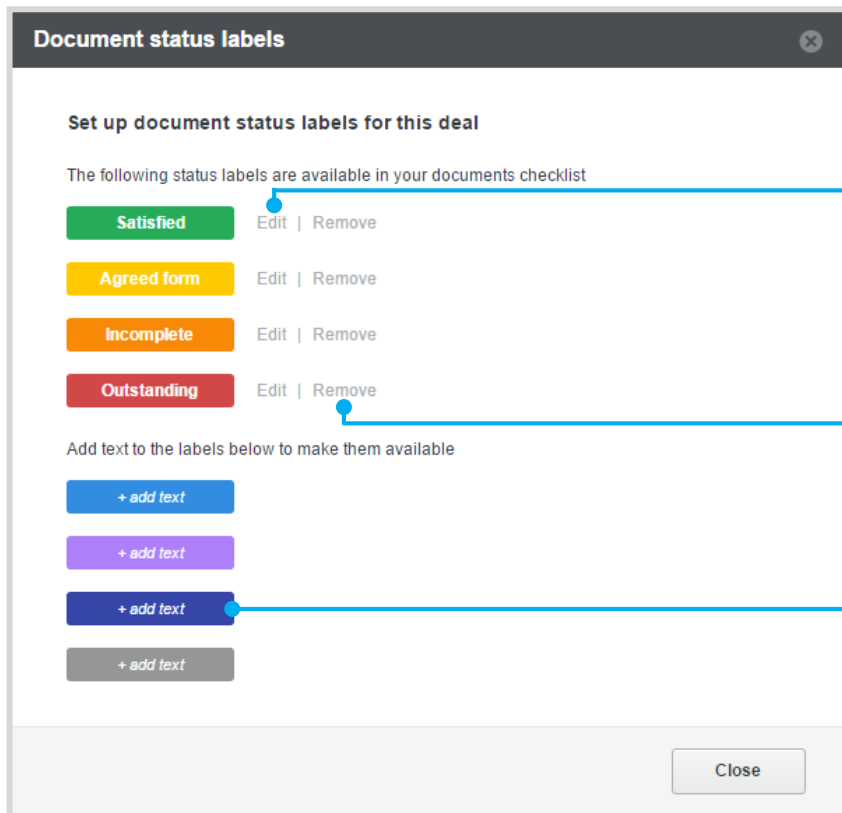
5 When you've completed all the folders, click **Go to Deal**. Your documents checklist is finished. You can start inviting participants and uploading files.


Create the deal

Set up status labels


Deal admins can apply status labels to documents to help deal participants keep track of how each document is progressing in the deal. By default, there are four status labels available: **Satisfied**, **Agreed form**, **Incomplete** and **Outstanding**.

To change which labels and colors are available for your deal, click  **Deal actions** ▼ at the top of the deal and select **Set up labels**.



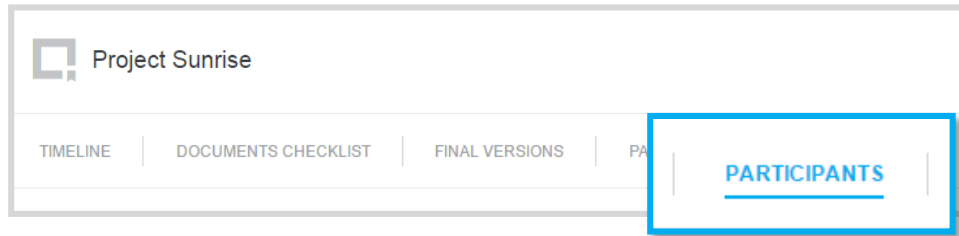
To edit the text of an existing label, click **Edit**. Enter the new text and click .

To remove an existing label, click **Remove**.

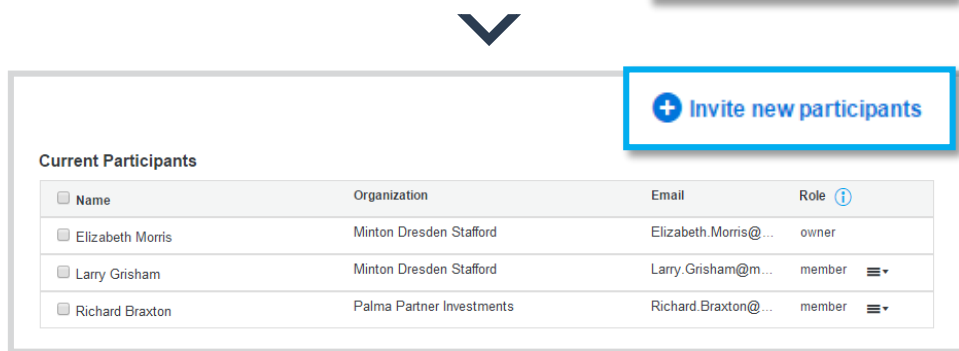
To add a new label, click **add text** in the color of your choice. Enter the text for the label and click .

Create the deal

Invite participants

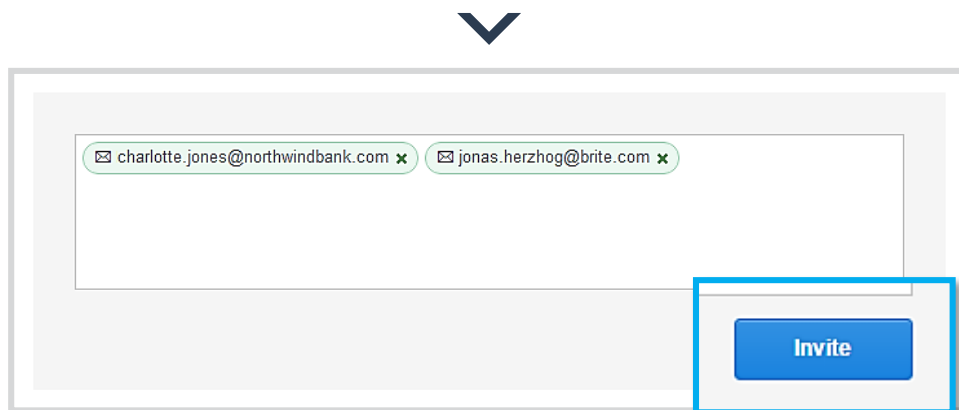


1 To invite others to join your deal, click **Participants**.



2 You'll see a list of those who currently have access to the deal. Click **Invite new participants**.

i Only users with Admin status can send invitations.



3 Add the email addresses and click **Invite**.

An email invitation will be sent to each of the addresses.

Pending invitations will be shown below the **Current Participants**. You can cancel invitations.

Exchange drafts

The documents checklist

The documents checklist is the principal screen lawyers use to exchange and organize draft agreements throughout the course of the transaction.

Navigate between folders.

See who has signed the document.

View a document's status and notes.

The screenshot shows the 'Project Sunrise' interface. At the top right is the logo for 'MINTON DRESDEN STAFFORD'. Below the logo is a navigation bar with tabs: 'TIMELINE', 'DOCUMENTS CHECKLIST' (active), 'FINAL VERSIONS', 'PARTY LIST', and 'PARTICIPANTS'. A 'Deal actions' dropdown menu is on the right. On the left is a 'Checklist Folders' sidebar with a search box and a list of folders: 'A: Corporate Agree...', 'B: Finance Agreements', 'C: Security Agreements', 'D: Commerical Agree...', 'E: IP Agreements', and 'F: Forms & Resolutions'. The main content area is titled 'Folder A Corporate Agreements' and contains a table for 'A1 Share Purchase Agreement'. The table has columns for 'Description', 'Parties', 'Responsibility', 'Requirements', and 'Status notes'. The 'Parties' column shows 'Buyer' and 'Seller' with green checkmarks, and '2 / 2 parties signed'. The 'Requirements' column shows 'No requirements added'. The 'Status notes' column shows 'Satisfied' with a dropdown, a lock icon, and a right arrow icon. Below the table is a section for 'Latest version' and 'Schedules'. The 'Latest version' section shows 'Execution Version' by Elizabeth Morris, dated 06 Dec 2016, 13:52, with a note 'Designated from Version 2'. The 'Schedules' section shows 'Schedule 1 (consideration) - V1 draft' by Elizabeth Morris, dated 06 Dec 2016, 13:36. Below the schedules is a section for 'Signature pages' with 'Add new' and two entries: 'Seller' and 'Buyer', both by Elizabeth Morris, dated 06 Dec 2016, 15:55 and 13:52 respectively. Blue callout lines connect the text above to specific elements: 'Navigate between folders' points to the sidebar; 'See who has signed the document' points to the 'Parties' column; 'View a document's status and notes' points to the 'Satisfied' status and the 'Status notes' column.

View a file by clicking its name. From the file view, you can save the file or print it.

Exchange drafts

Upload draft documents

The documents checklist initially appears without any status labels, status notes or document versions.

A1 Share Purchase Agreement + Add Status 🔒 ➔

Description	Parties	Responsibility	Requirements	Status notes
No description added	• Buyer • Seller 0 / 2 parties signed	MDS	No requirements added	Add a new note

Latest version [Add new](#) Hide files ⌵

No version added Schedules [Add new](#)
No files added

Comments files [Add new](#) Signature pages [Add new](#)
No files added No files added

Add a status label.

Add a status note.

Upload the first version of a document.



A1 Share Purchase Agreement Incomplete 🔒 ➔

Description	Parties	Responsibility	Requirements	Status notes
No description added	• Buyer • Seller 0 / 2 parties signed	MDS	No requirements added	Comments close by Wednesday, please. Elizabete Morris, 06 Dec 2016, 12:43

Latest version ☰ Hide files ⌵

Version 1
Elizabete Morris, 06 Dec 2016, 12:43 Schedules [Add new](#)
No files added

Comments files [Add new](#) Signature pages [Add new](#)
No files added No files added

Everyone participating in your deal will be able to see the document version and the status.

Exchange drafts

Upload new versions

Once the first draft document is uploaded, you can continue updating it.

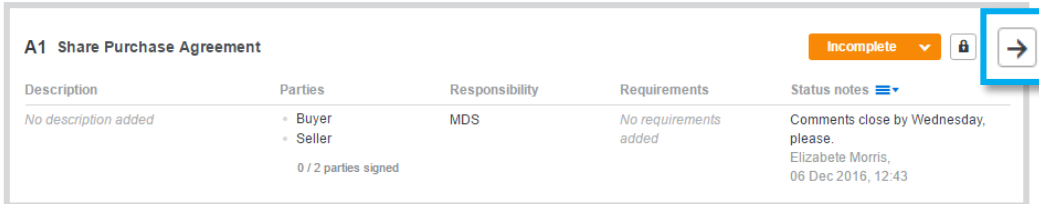
The screenshot shows the 'Folder A Corporate Agreements' interface. The document 'A1 Share Purchase Agreement' is in an 'Incomplete' status. A modal window for uploading a new version is open, showing options for 'DRAFT FILE' and 'COMPARISON'. Callout lines point to various UI elements with instructions:



- To update the status label, select it.
- To update the status note, select **New Note** from the menu.
- To upload a new version of the document, select **Draft Version** from the menu.
- You may also want to include a comparison of the new version against the previous version.
- To automatically create a DeltaView comparison, select **Automatically generate a comparison against previous version added**.
- To upload a comparison, drag and drop it from your desktop.

Exchange drafts

Manage document access and view previous versions

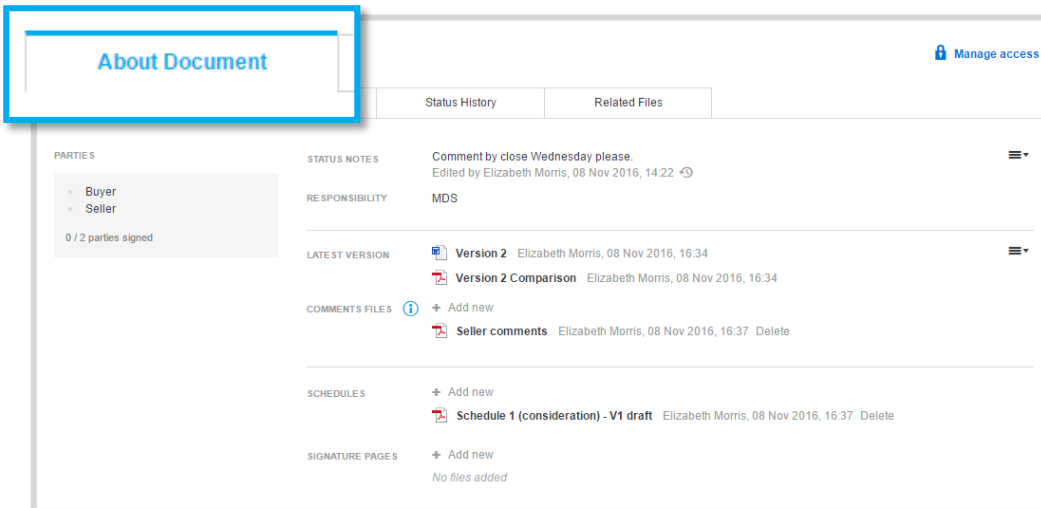
You can change which participants have access to a document at any time as well as see all related documents, comments files and previous versions and status updates.



A1 Share Purchase Agreement Incomplete  

Description	Parties	Responsibility	Requirements	Status notes
No description added	<ul style="list-style-type: none">BuyerSeller <p>0 / 2 parties signed</p>	MDS	No requirements added	Comments close by Wednesday, please. Elizabete Morris, 06 Dec 2016, 12:43

To manage participant access and view all the information relating to a document, click the arrow next to it.



About Document Manage access

Status History Related Files

PARTIES



- Buyer
- Seller


0 / 2 parties signed


STATUS NOTES Comment by close Wednesday please.
Edited by Elizabeth Morris, 08 Nov 2016, 14:22

RESPONSIBILITY MDS


LATEST VERSION

-  **Version 2** Elizabeth Morris, 08 Nov 2016, 16:34
-  **Version 2 Comparison** Elizabeth Morris, 08 Nov 2016, 16:34

COMMENTS FILES  + Add new

-  **Seller comments** Elizabeth Morris, 08 Nov 2016, 16:37 Delete

SCHEDULES + Add new

-  **Schedule 1 (consideration) - V1 draft** Elizabeth Morris, 08 Nov 2016, 16:37 Delete

SIGNATURE PAGES + Add new

No files added

The **About Document** tab summarizes the latest information about the document.

The **Version History** tab lists all historical versions of the document.

The **Status History** tab lists all historical status notes for the document.

The **Related Files** tab provides a place for you to upload and access any related files.



The **Manage access** option at the top allows you to specify who has access to the document.


Exchange drafts

The timeline





The timeline provides a chronological feed of every activity within the deal. It records file uploads and deletions, status note additions, and participants joining or leaving the deal.

Email notifications are sent to all participants in respect of each activity (unless they are turned off by the individual participant).

 Project Sunrise 

[TIMELINE](#) | [DOCUMENTS CHECKLIST](#) | [FINAL VERSIONS](#) | [PARTY LIST](#) | [PARTICIPANTS](#)  ACTIONS

Timeline

Date/Time	Document	Activity
06 Nov 2015, 15:45	A1 Share Purchase Agreement	New status note added by Elizabeth Morris: "Version 2 has been uploaded with a comparison against Version 1. Comments by close Friday please."
06 Nov 2015, 15:41	A1 Share Purchase Agreement	 Version 2 Comparison added by Elizabeth Morris
06 Nov 2015, 15:41	A1 Share Purchase Agreement	 Version 2 added by Elizabeth Morris
06 Nov 2015, 15:41	A1 Share Purchase Agreement	 Version 2 Comparison added by Elizabeth Morris
06 Nov 2015, 15:19	A1 Share Purchase Agreement	New status note added by Elizabeth Morris: "Comment by close Wednesday please."
06 Nov 2015, 15:17	A1 Share Purchase Agreement	 Version 1 added by Elizabeth Morris
04 Nov 2015, 10:52		Project Sunrise created by Elizabeth Morris

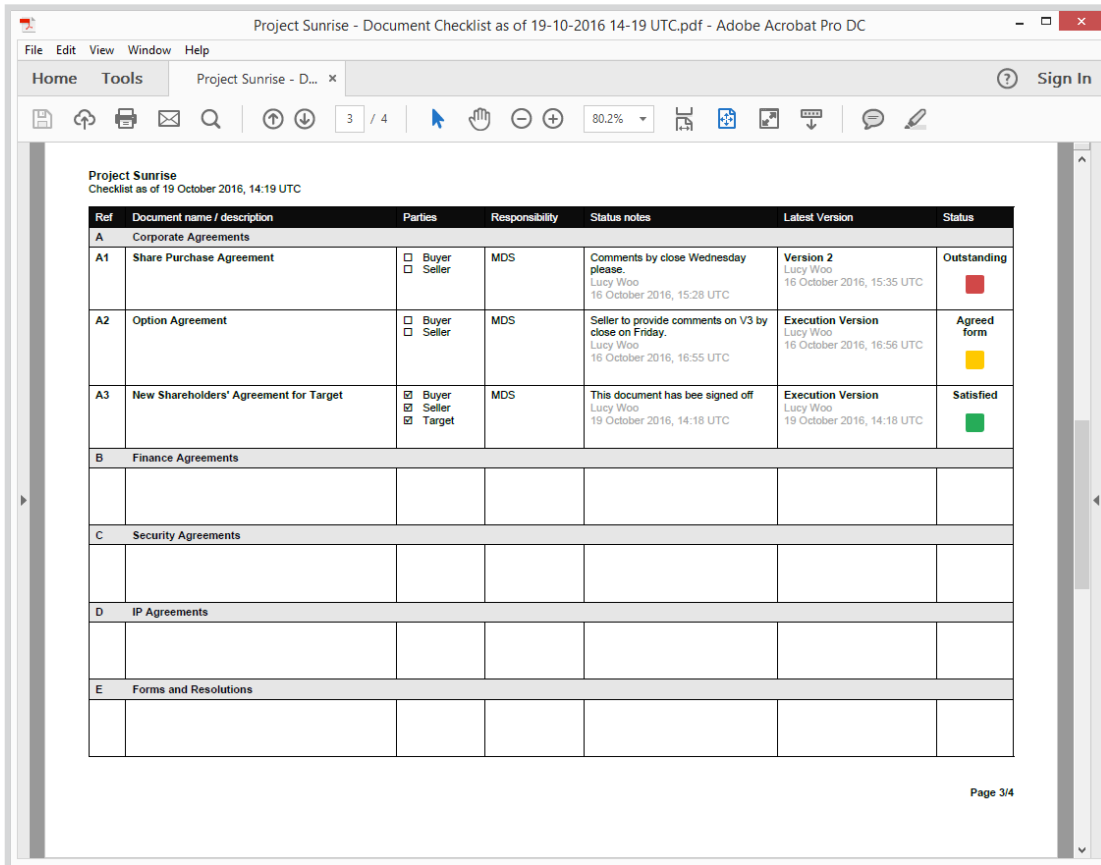
« < 1 > »

Exchange drafts




Export the documents checklist

You can export a copy of the documents checklist as a PDF or Word file at any time. Simply select **Export checklist** from the **Deal actions** menu on the right-hand side of any screen and choose your preferred file format.

More information about the **Deal actions** menu is available at the end of this guide.



Project Sunrise
Checklist as of 19 October 2016, 14:19 UTC

Ref	Document name / description	Parties	Responsibility	Status notes	Latest Version	Status
A Corporate Agreements						
A1	Share Purchase Agreement	<input type="checkbox"/> Buyer <input type="checkbox"/> Seller	MDS	Comments by close Wednesday please. Lucy Woo 16 October 2016, 15:28 UTC	Version 2 Lucy Woo 16 October 2016, 15:35 UTC	Outstanding 
A2	Option Agreement	<input type="checkbox"/> Buyer <input type="checkbox"/> Seller	MDS	Seller to provide comments on V3 by close on Friday. Lucy Woo 16 October 2016, 16:55 UTC	Execution Version Lucy Woo 16 October 2016, 16:56 UTC	Agreed form 
A3	New Shareholders' Agreement for Target	<input checked="" type="checkbox"/> Buyer <input checked="" type="checkbox"/> Seller <input checked="" type="checkbox"/> Target	MDS	This document has been signed off Lucy Woo 19 October 2016, 14:18 UTC	Execution Version Lucy Woo 19 October 2016, 14:18 UTC	Satisfied 
B Finance Agreements						
C Security Agreements						
D IP Agreements						
E Forms and Resolutions						

Page 3/4

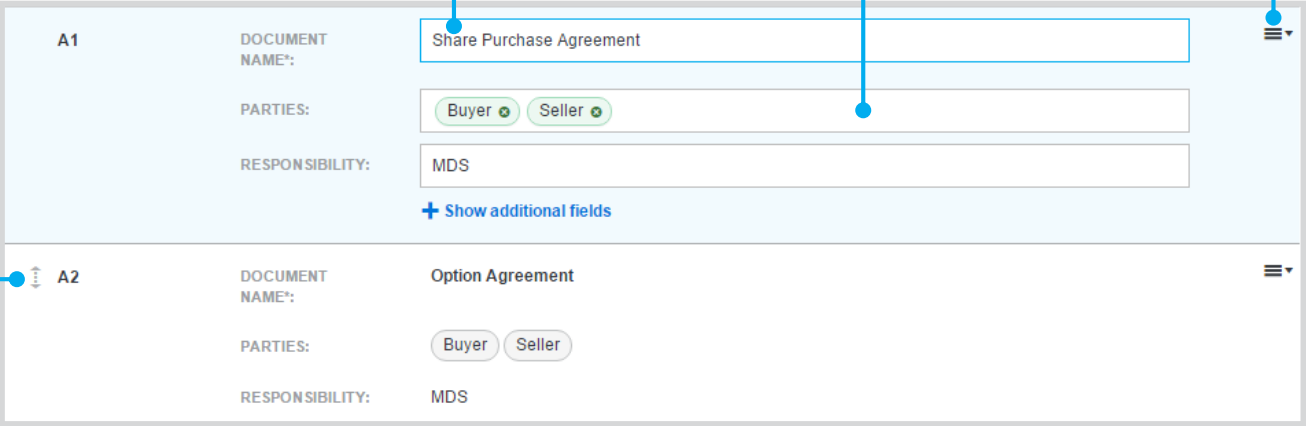
Exchange drafts








Edit the documents checklist

As someone with Admin status, you can edit the documents checklist at any time. Simply click the **Deal actions** menu available on every screen and select **Edit checklist**. You can then edit the parties, folders and documents of the deal by selecting the appropriate option from the top of the page.


For example, you can make the following changes to **documents** in the checklist:

Amend a document's name. Add or remove parties. Delete a document, or move it to another folder.



A1	DOCUMENT NAME:	Share Purchase Agreement	
	PARTIES:	Buyer  Seller 	
	RESPONSIBILITY:	MDS	
		+ Show additional fields	
 A2	DOCUMENT NAME:	Option Agreement	
	PARTIES:	Buyer  Seller 	
	RESPONSIBILITY:	MDS	

Change the order of a document within a folder. Use the handle to pick up the document and drop it in the correct place.

 Removing a document also removes related versions and related files. If you may need this content later, instead of deleting the document, create a folder named “Deleted Documents” and move the document there.

Close the deal

Execution versions

You can use the documents checklist to organize and exchange execution versions.

The screenshot shows a document checklist for 'A1 Share Purchase Agreement' under the folder 'Folder A Corporate Agreements'. The document is marked as 'Incomplete'. The checklist includes a table with columns for Description, Parties, Responsibility, Requirements, and Status notes. Below the table, there is a section for 'Latest version' with a dropdown menu open. The dropdown menu has two main sections: 'This version' and 'Add New'. The 'This version' section includes 'Edit Version files', 'Delete Version', and 'Designate as' (with a sub-menu for 'Execution Version' and 'Final Version'). The 'Add New' section includes 'Draft Version', 'Execution Version', 'Final Version', and 'Create Final Version'. There are also buttons for 'Schedules' and 'Signature pages'.

Designate the current version of the document as the execution version.

Upload a new version of the document, which will be designated as the execution version.

Close the deal

Closing files

You can also use the documents checklist to organize any schedules and signature pages.

The screenshot displays a document management interface for 'A1 Share Purchase Agreement'. At the top, there is a status bar with 'Incomplete', a lock icon, and a refresh icon. Below this is a table with columns: Description, Parties, Responsibility, Requirements, and Status notes. The 'Parties' column is highlighted with a blue box and contains a checklist with 'Buyer' (checked) and 'Seller' (unchecked), and a note '1 / 2 parties signed'. Below the table, there are sections for 'Latest version' (Execution Version), 'Schedules' (Schedule 1 (consideration) - V1 draft), and 'Signature pages' (Buyer). A modal window titled 'SIGNATURE FILE' is open, showing 'Seller signature.pdf' and an 'ASSIGNED PARTY' section with 'Buyer' (unchecked) and 'Seller' (checked) options. Blue lines with dots point from the 'Schedules' and 'Signature pages' sections to the right-hand text.

Upload schedules.

Upload signature pages.

When a participant uploads a signed agreement or signature page, they can indicate which party signatures are contained in the file by selecting the relevant assigned party.

If they do, the relevant parties are ticked off automatically so you can see at a glance which signatures have been uploaded.

Close the deal

Final versions

When you're ready to post the closing binder (also known as the "bible version"), you can choose whether you'd like to use Workshare's bespoke PDF tool to create a new final version or whether you'd like to upload a pre-existing version from your computer.

Designate the current version of the document as the final version.

Upload a new version of the document, which will be designated as the final version.

Create a new final version with Workshare (see next page).

The screenshot shows the Workshare interface for a document titled "A1 Share Purchase Agreement" within "Folder A Corporate Agreements". The document status is "Satisfied". A table below the title lists details: Description (No description added), Parties (Buyer and Seller, 1/2 parties signed), Responsibility (MDS), Requirements (No requirements added), and Status notes (Comments close by Wednesday, please. Elizabete Morris, 06 Dec 2016, 12:43). A dropdown menu "Latest version" is open, showing options: "This version", "Delete Execution Version", "Designate as" (which is further expanded to show "Execution Version" and "Final Version"), "Add New", "Final Version", and "Create Final Version".

Close the deal

Create final versions

You can create the closing binder (or bible version) using Workshare's bespoke PDF tool. Select the menu next to any document in the documents checklist and click **Create Final Version**. You'll be redirected to the screen below. The execution version of the document automatically forms the basis of the final version, and individual pages from the signature pages and schedule files can be inserted.

1 Select signature pages and schedule files from the documents checklist.

2 Drag pages from the signature/schedule preview into the final version on the right.

3 Hover over a page to zoom in on it or delete it.

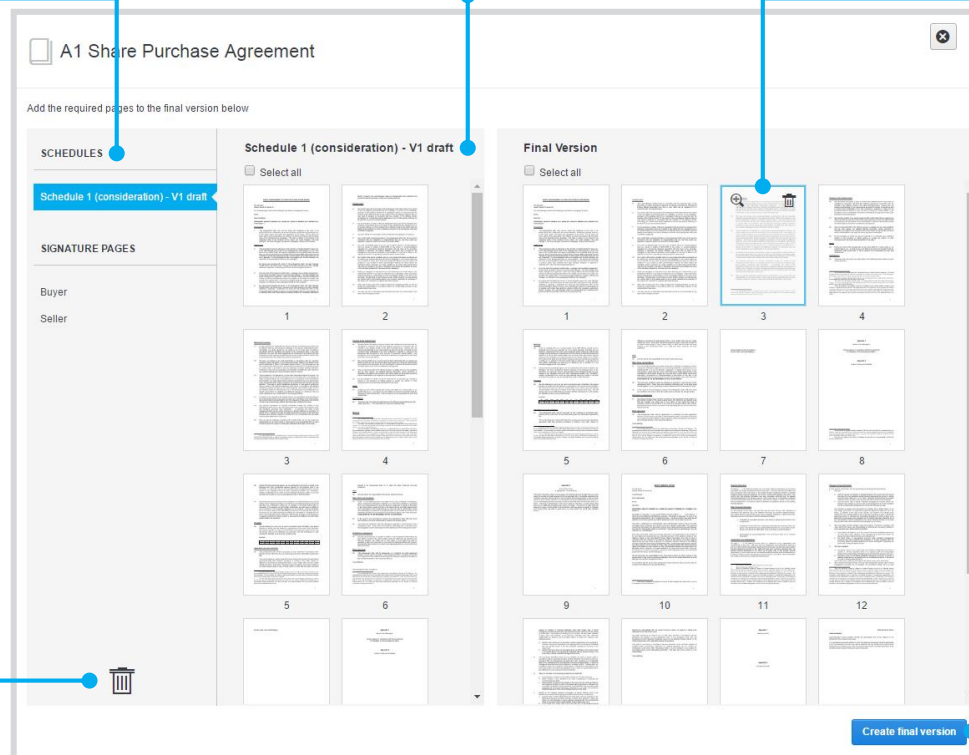
To drag the whole file into the final version, choose **Select all**.
To select multiple pages, hold down **Ctrl** as you click them.

To rearrange a page, drag it to the new place.

You can drag unwanted pages from the final version into the trash.

To recover pages you've removed, click the trash.







4 When you're happy with the final version, click **Create final version**. It will appear in the Final Versions screen.



Close the deal

The Final Versions screen

The Final Versions screen provides a place for users to view all the final versions of the transaction documents following the closing of the deal. All final versions uploaded to or created in the documents checklist appear here.

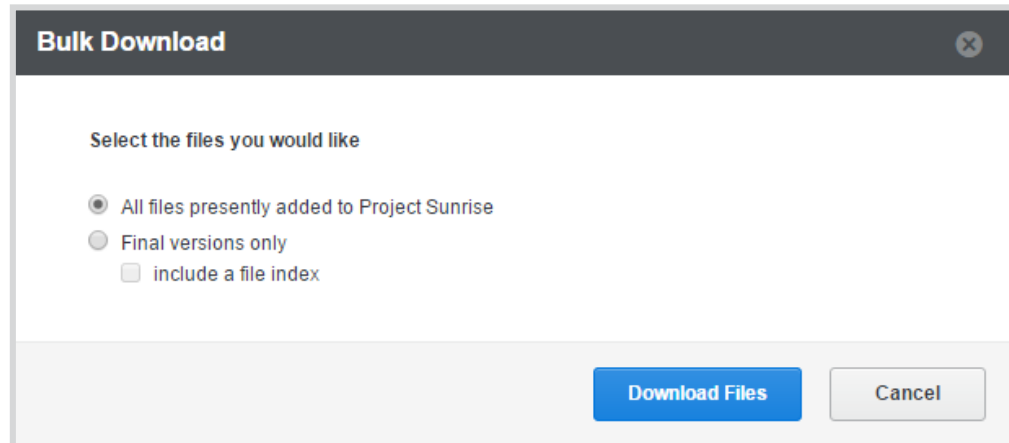
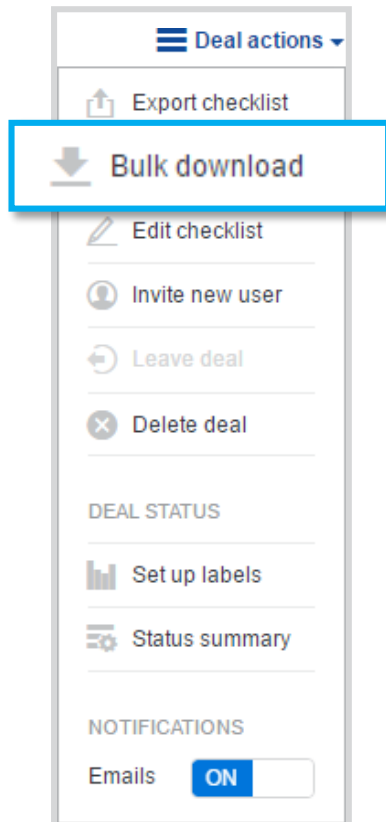
TIMELINE	DOCUMENTS CHECKLIST	<u>FINAL VERSIONS</u>	PARTY LIST	PARTICIPANTS	 Deal actions ▾
Checklist Folders					
A: Corporate Agreements					
B: Finance Agreements					
C: Security Agreements					
D: Commercial Agreements					
E: IP Agreements					
F: Forms & Resolutions					
Folder A: Corporate Agreements					
Document	Parties	Final Version			
A1 Share Purchase Agreement	(1) Seller (2) Buyer	 Final Version	Elizabeth Morris, 06 Dec 2016, 16:51		
A2 Option Agreement	(1) Seller (2) Buyer	 Final Version	Elizabeth Morris, 06 Dec 2016, 16:58		
A3 New Shareholders' Agreement for Target	(1) Seller (2) Target (3) Buyer	 Final Version	Elizabeth Morris, 06 Dec 2016, 17:02		
A4 New Articles of Association for Target		 Final Version	Elizabeth Morris, 06 Dec 2016, 17:40		
A5 Disclosure Letter	(1) Seller (2) Buyer	 Final Version	Elizabeth Morris, 06 Dec 2016, 17:41		

Close the deal

Download all files

When the deal has closed, participants may want to download the deal files from Workshare to store locally.

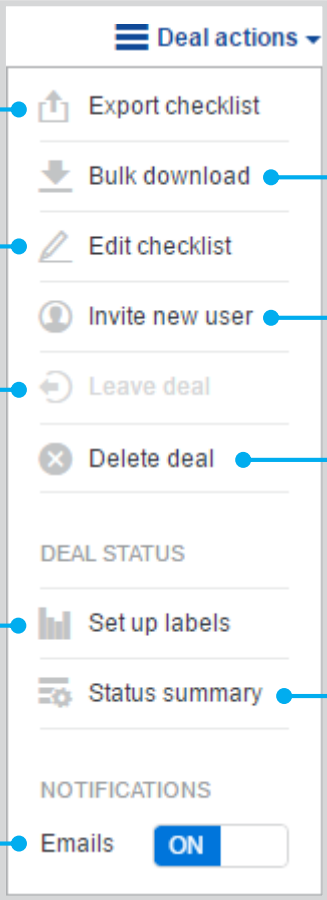
Selecting **Bulk download** from the **Deal actions** menu provides you with the option to download all files uploaded to the deal or all final versions with the option to include a hyperlinked index to each file.



Getting around

The Deal actions menu

The **Deal actions** menu appears in the top right-hand corner of each screen.



The screenshot shows the 'Deal actions' menu with the following items and callouts:

- Export checklist**: Download a Word or PDF version of the documents checklist that can be printed.
- Bulk download**: Download a zip folder of all files in the documents checklist or all the final versions.
- Edit checklist**: Edit the documents checklist. **Admins only.**
- Invite new user**: Shortcut to **Invite new participants.** **Admins only.**
- Leave deal**: Regular deal members have the option to leave the deal. **Members only.**
- Delete deal**: Delete the deal. All files will be deleted and the deal will not be recoverable. **Admins only.**
- DEAL STATUS**:
 - Set up labels**: Add or remove status labels and change the existing label text or colors. **Admins only.**
 - Status summary**: See a summary of the status of all documents in the deal so you can understand the number of documents currently at each stage of the process.
- NOTIFICATIONS**:
 - Emails**: Users can turn email notifications on or off for each deal. By default, notifications are turned on. (The toggle is currently set to **ON**)