**Traps for the Unwary: Understanding the Unintended Consequences of Boilerplate Provisions in M&A Agreements**

**Cross References**

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| **RMSPA** | **Stark** | **Supinuck and Stark** | **MAPA** |
| 1.2 | Usage | Chs 20-21 | Interpretive Provisions, 591-602 |  | Section 1.2 |
| 12.1 | Expenses | Ch 12 | Transaction Costs, 361-390 |  | Section 13.1 |
| 12.2 | Public Announcements | Ch 14 | Announcements, 427-459 |  | Section 13.2 |
| 12.3 | Notices | Ch 15 | Notices, 461-501 |  | Section 13.3 |
| 12.4 | Jurisdiction; Service Of Process | Ch 6,  | Forum Selection Provision, 128-143 (chapter also includes governing law) | 27-31 (includes governing law) | Section 13.4 |
| 12.5 | Further Assurances | Ch 22 | Further Assurances, 605-639 |  | Section 10.11 |
| 12.6 | Enforcement Of Agreement |  |  |  | Section 13.5 |
| 12.7 | Remedies Cumulative; No Waiver; Attorneys’ Fees | Ch 9 | Cumulative Remedies and Election of Remedies, 205-239 |  | Section 13.6 |
| Ch 16, §16.07 | Part of Amendment and Modification, 505-538 | 23-24 |
| Ch 12, §12.06-12.08 | Part of Transaction Costs, 361-390 | 16-20 |

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| 12.8 | Entire Agreement And Modification | Ch 18 | Merger, 559-575 | 21-22 | Section 13.7 |
| Ch 16 | Amendment and Waiver, 505-538 |
| 12.9 | Disclosure Letter |  |  |  | Section 13.8 |
| 12.10 | Assignments And Successors | Ch 3 | Assignment and Delegation, 23-78 | 12-15 | Section 13.9 (includes no third party rights) |
| Ch 4 | Successors and Assigns, 79-93 |
| 12.11 | No Third Party Rights | Ch 5 | Third Party Beneficiaries, 95-106 |  | Section 13.9 (includes assignments and successors) |
| 12.12 | Severability | Ch 17 | Severability, 539-557 |  | Section 13.10 |
| 12.13 | Time Of Essence |  |  |  | Section 13.12 |
| 12.14 | Governing Law | Ch 6 | Governing Law Provision, 112-128 (chapter also includes forum selection) | 27-31 (includes forum selection) | Section 13.13 |
| 12.15 | Counterparts | Ch 19 | Counterparts, 577-588 |  | Section 13.14 |
| 12.16 | Waiver Of Jury Trial | Ch 7 | Waiver of Jury Trial, 145-167 | 25-26 | Section 13.15 |
| 12.17 | Sellers’ Obligations |  |  |  | Section 13.16 |
| 12.18 | Sellers’ Representative |  |  |  |  |