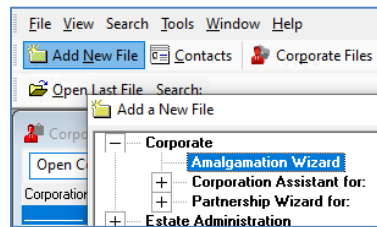


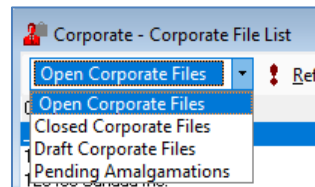
Amalgamating Two or More Companies

The Amalgamation Wizard is used to combine two or more corporations ("PreCo"). This 7-step process gathers the necessary information for the new Company ("NewCo"). If the Amalgamation Wizard was started accidentally, cancel at this point and a new file will not be created.

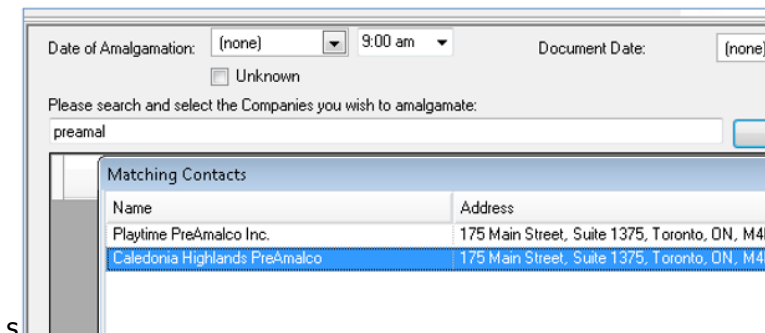
Always start the process by selecting **Add New File > Corporate > Amalgamation Wizard** and **ok**. This protects the history of the amalcos, including previously amalgamated corporate information.



It may be necessary to **Save & Close** the Wizard during the Amalgamation process. In that case, the Draft NewCo will be found in the Corporate File list while the pre-amalgamation corporations will be available under Pending Amalgamations. To recommence the process, open any of the PreCos and use Common Tasks.



Step 1 of the Wizard, search for the PreCos and select until all are added to the list.



Once all the PreCos have been selected, further entries, such as:

1. Date of Amalgamation;
2. Select the corporate structure being used;
3. If a new name is being used, the name and NUANS information;
4. Type of amalgamation – Short or Long, Horizontal or Vertical

Amalgamation Wizard (Step 1 of 7)

Date of Amalgamation: (none) 9:00 am **1** Document Date: (none)

Unknown

Please search and select the Companies you wish to amalgamate:

preamal Search

Name	File #	Matter #	Use Name	Use Registered Address	Use Capital Structure	Use By-Laws
Caledonia Highla...	98567	1 2	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Playtime PreAmal...	46851	2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you don't want to use the same name as one of the Corporations above, please enter the new name here:

Name: **3** Caledonia Highlands Newco, Inc. Form Numbered Company

Home Jurisdiction: Ontario Language: English

Legislation: Business Corporations Act Type of Amalgamation: Short form Long form

Name Reservation #: 123

Reservation Date: 2/1/2017 **4** Horizontal Vertical

Remove Amalgamation Next > Save and Exit Cancel

Note: The remaining steps will use the information in the Record selected for Capital Structure in Step 1.

Step 2 enter the following information:

1. Registered Office Address. If there are no changes to the Registered Office, **DO NOT** make any changes to the information. If the firm is remaining as the Registered Office, **DO NOT** select the Use Firm Address tickbox- this will "break" the RO association.
2. The Client, File and Matter numbers as assigned by accounting;
3. The Fiscal Year End.

Amalgamation Wizard (Step 2 of 7)

Use Firm Address **1**

Registered Office Address

Street No.: 175 Street Name: Main Street

Suite No.: Address Line 2 Suite 1375

P.O. Box: City: Toronto

Postal Code: M4E 1W9 Province: Ontario

Business Phone No: (416) 555-5555 Country: Canada

Fax No.: (416) 555-5556 Search Existing Addresses

Client #: 1958 **2**

Matter #: 1

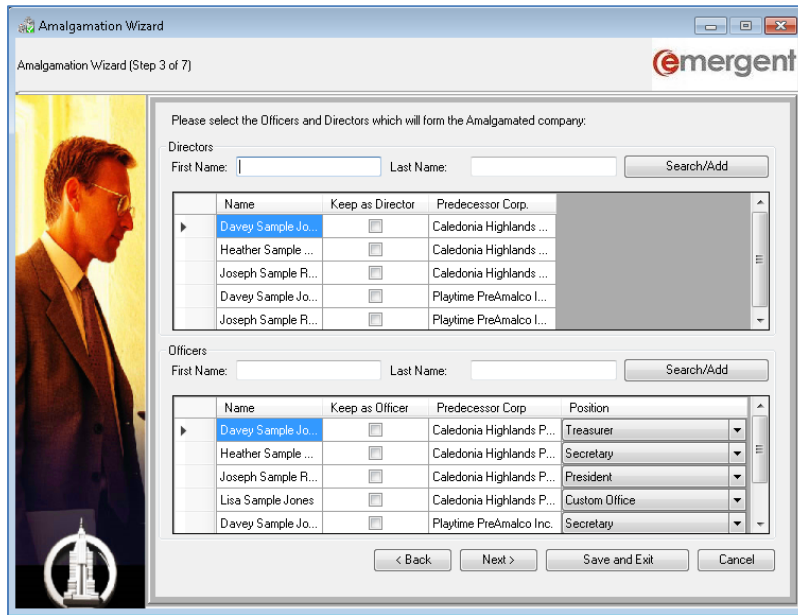
File #: 5985

Billing Type:

Fiscal Year End: August **3**

< Back Next > Save and Exit Cancel

Step 3 select the Director and Officers for the Newco using the tickboxes. New principals can be added by searching in the usual manner. Office types can be changed on the dropdowns.

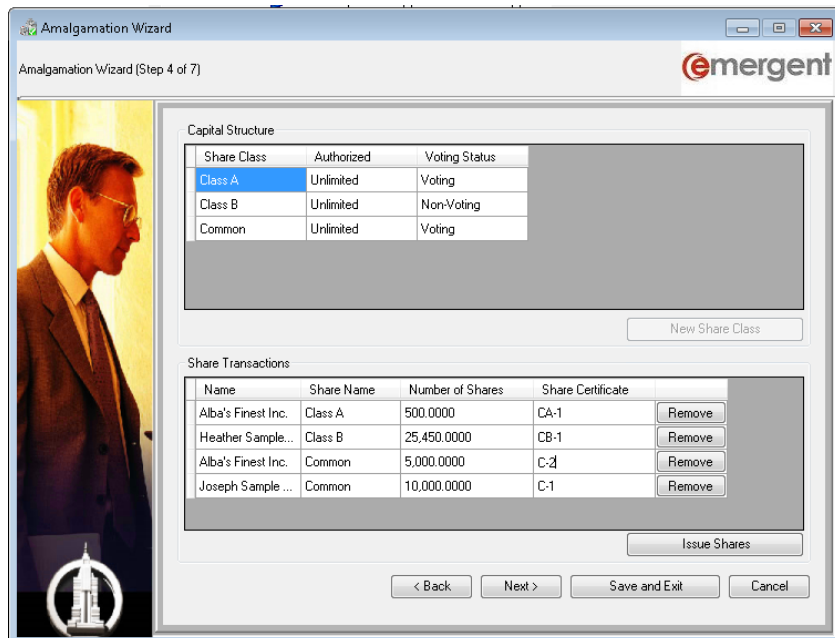


Step 4 is related to the share structure of the Newco. The available share classes are determined in Step 1 by selecting the capital structure to be used. This also dictates the shareholders appearing on the Share Transactions table.

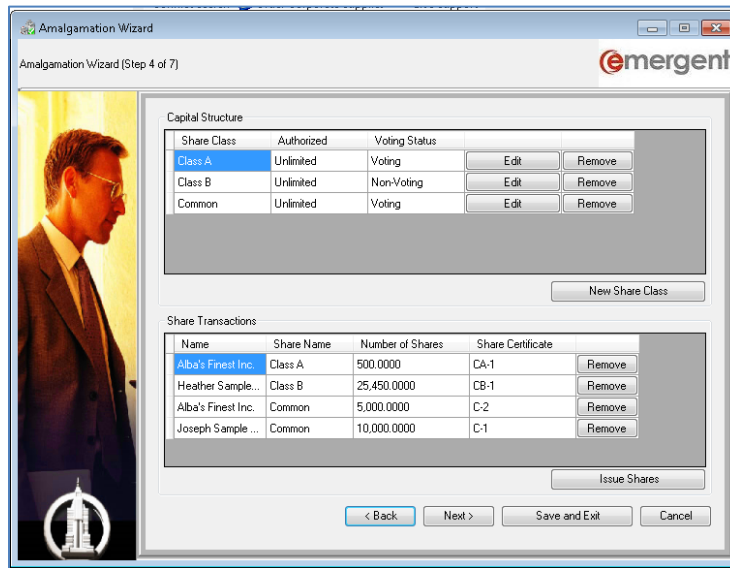
Share Classes can be added, edited or removed in a **Long Form Amalgamation**, but no changes to share structure can be made in a **Short Form Amalgamation**.

Shares can be issued to shareholders that are not contained in this list in the usual manner. New Share Certificate numbers can be added during this step. If the number of shares of the Newco differs from the PreCo shares, the shareholder must be removed and the new number of shares issued.

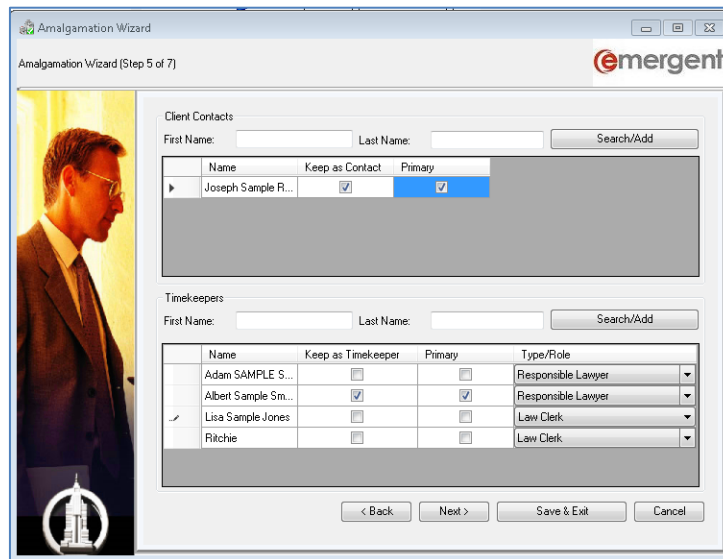
Short Form Amalgamation



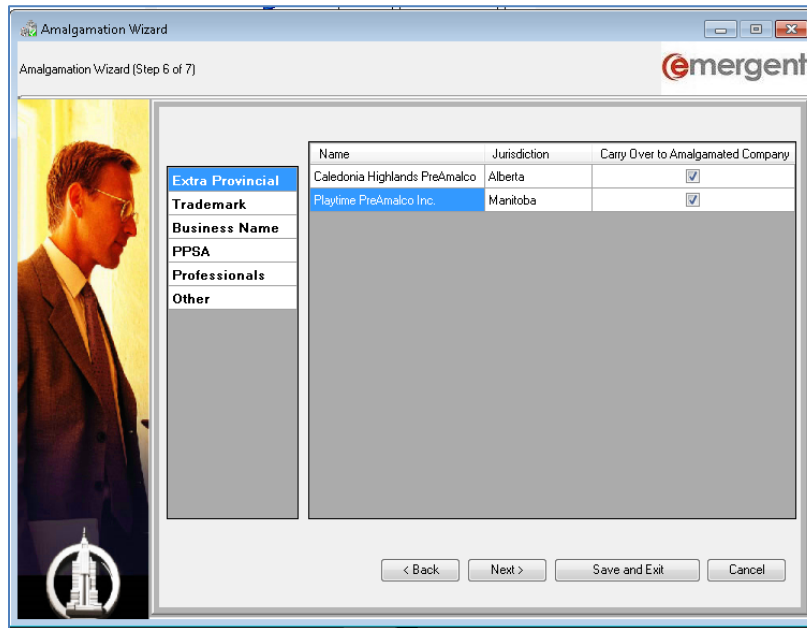
Long Form Amalgamation



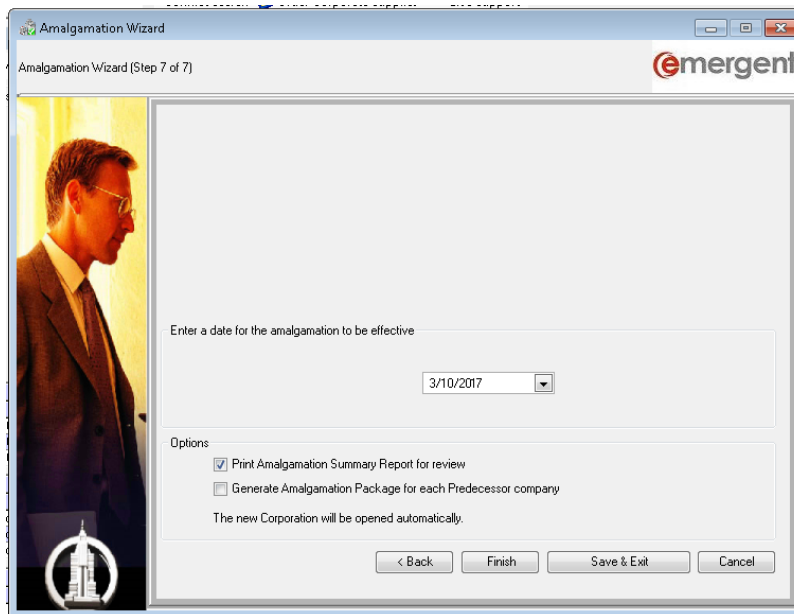
Step 5 of the Wizard is for adding or selecting the **Client Contact** at the Company and your firm **Timekeepers** on the Matter.



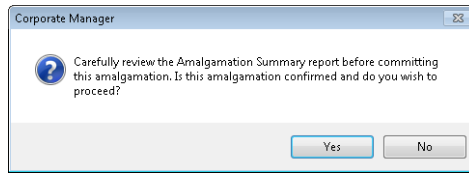
Step 6 provides the opportunity to select Extra-Provincial Registrations, Business Name Registrations, Trademark Registrations and Other Registrations that will be retained by the Newco.



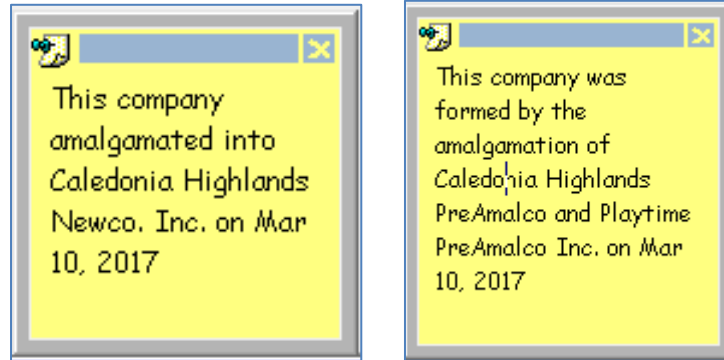
The Final Step asks for the effective date of the amalgamation and will print an **Amalgamation Summary** and, if chosen, **Generate Amalgamation Packages** for all predecessor companies and continue on with the organization of the Company.



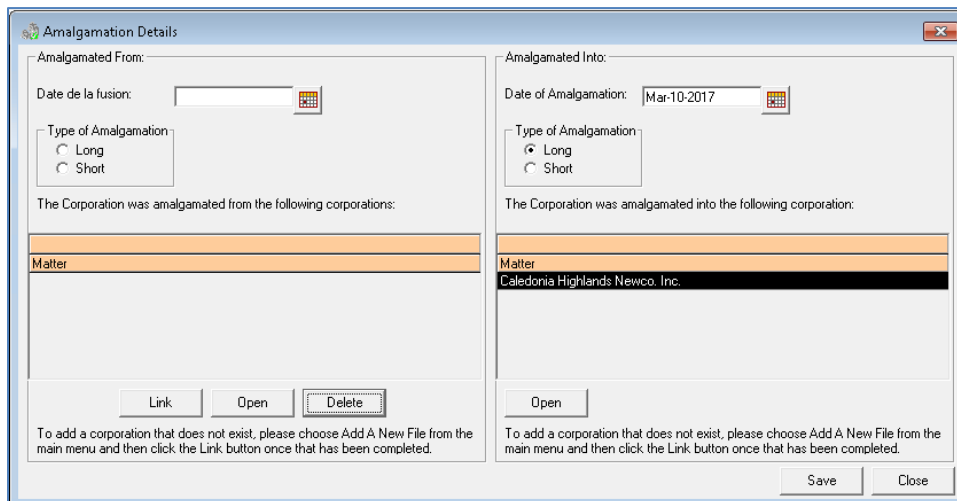
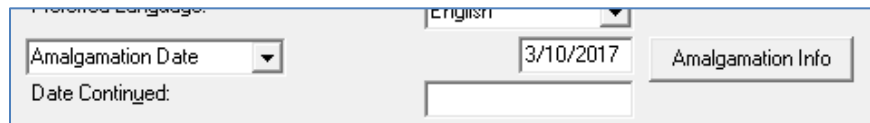
Once the Wizard is complete, an Amalgamation Summary will be created for review. If acceptable, select **Yes** to the confirmation message to complete the amalgamation. **No** will exit the Wizard and it can be activated again by clicking on the **Common Tasks** button to make any required changes.

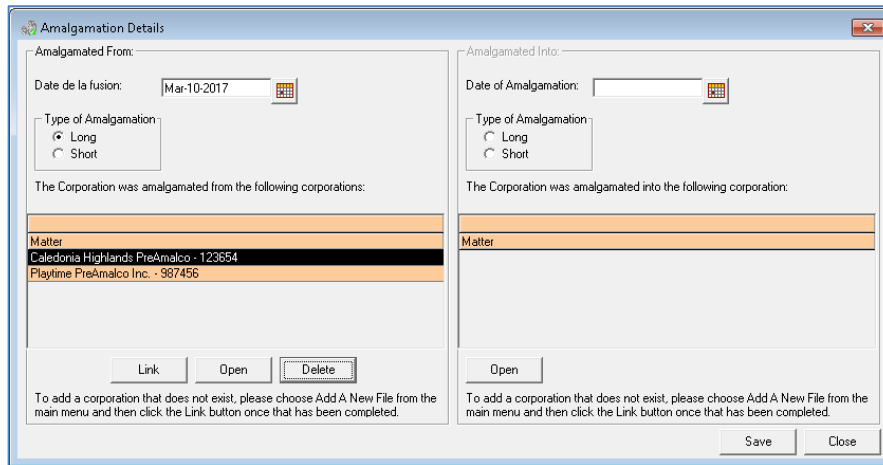


The final result of using the Amalgamation Wizard is that the PreCo records are set to closed and popup notes are created with the amalgamation information as reference. The Newco is created as a new record and a popup note is also created with the amalgamation information for reference.



On the By-Laws Tab, the dropdown displays the Amalgamation Date, with an **Amalgamation Info** button. Clicking this button on a preamalco will display the Newco information and from the Newco, will display the PreCo information. The matters can be opened for reference from this screen.





Notes:

1. Always start the amalgamation process from **Add New File**;
2. Save & Exit button allows completing the process later;
3. Restart the Amalgamation Wizard from the Common Tasks of a PreCo.

Amalgamated Corporation as Shareholder in Another Matter

If the newly amalgamated corporation is a Shareholder in another Matter in Corporate Manager ET, the new corporation will be visible in the Principals List – no further steps need to be taken.

Amalgamations, once completed, cannot be undone.