

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.

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눱 Add <u>N</u>	ew File	🏖 Cor <u>p</u> orate Files
	Last File Search:	
Corpo Open Co Corporation	+ Corpor	mation Wizard ation Assistant for: (ship Wizard for: stration

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.

Date	of Amalgamation: (none) 9:1	Document Date: (r
Plea	se search and select the Companies you wish	to amalgamate:
prea	amal	
	Matching Contacts	
	Name	Address
	Playtime PreAmalco Inc.	175 Main Street, Suite 1375, Toronto, DN
	Caledonia Highlands PreAmalco	175 Main Street, Suite 1375, Toronto, ON

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

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🚔 Amalgamation Wizar	rd							0	x
Amalgamation Wizard (Step	1 of 7)						(merg	ent
	Date of Amalgamation: Please search and sele	(none)			L	1 Documen	nt Date:	(none)	
	preamal					Search			
N C	Name	File #	Matte #	er	Use Name	Use Registered Address	Use Capital Structure	Use By-Laws	
	Caledonia Highla	98567	1	2			V	V	
	Playtime PreAmal	46851	2						
	1								•
	If you don't want to use	the same r	name as o	ne of t	he Corporation	is above, please en	ter the new nam	e here:	
	Name: 3	Caledonia	Highlands	s New	co. Inc.	📄 Form Nu	Imbered Compar	W.	
	Home Jurisdiction:	Ontario				 Language: 	English		•
	Legislation:	Business (Corporation	ns Act			malgamation		
	Name Reservation #:	123				Short	form 🔘	Long Form	
1	Reservation Date:	2/1/2017				- 4 O H	orizontal	Vertical	
	Remove Amalgar	ation			Ne	sxt > S	ave 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.

analgamation Wizard		
Amalgamation Wizard (Step 2 of 7)		(emergent
Use Fim Addre Registered Office Street No.: Suite No.: P.O. Box Postal Code: Business Phone No. Fax No.: Client #: Matter #: File #: Billing Type: Fiscal Year End:	1 Address 175 Name: Main Street Address Suite 1375 Line 2s Suite 1375 City: Toronto M4E 1W/9 Province: Ontario (416) 555-5556 Search Existing Addresses 1958 1 5985 August III 3	ave 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.

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Amalgamation Wizard					, • ×
Amalgamation Wizard (Step 3 o	(7)			<mark>@</mark> me	ergent
-D	Please select the Officers and lirectors First Name:	d Directors which will Last N		pany: Search/A	١dd
	Name	Keep as Director	Predecessor Corp.		~
	Davey Sample Jo		Caledonia Highlands		
	Heather Sample		Caledonia Highlands		-
	Joseph Sample R		Caledonia Highlands		
	Davey Sample Jo		Playtime PreAmalco I		
	Joseph Sample R		Playtime PreAmalco I		~
	líficers				
F	First Name:	Last N	ame:	Search/A	dd
	Name	Keep as Officer	Predecessor Corp	Position	•
	Davey Sample Jo		Caledonia Highlands P	Treasurer	•
	Heather Sample		Caledonia Highlands P	Secretary	▼ E
	Joseph Sample R		Caledonia Highlands P	President	•
	Lisa Sample Jones		Caledonia Highlands P	Custom Office	•
	Davey Sample Jo		Playtime PreAmalco Inc.	Secretary	• •
		< Bac	sk Next >	Save and Exit	Cancel

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.

👸 Amalgamation Wizard					- • •
Amalgamation Wizard (Step 4 of	7)				(emergent
	Capital Structure				
All the second	Share Class	Authorized	Voting Status		
	Class A	Unlimited	Voting		
	Class B	Unlimited	Non-Voting		
No. 1	Common	Unlimited	Voting		
					New Share Class
	Share Transactions				
	Name	Share Name	Number of Shares	Share Certificate	
	Alba's Finest Inc.	Class A	500.0000	CA-1	Remove
	Heather Sample	Class B	25,450.0000	CB-1	Remove
	Alba's Finest Inc.	Common	5,000.0000	C-2	Remove
	Joseph Sample	Common	10,000.0000	C-1	Remove
					Issue Shares
					10000 011000
		ſ	< Back Next	> Save an	d Exit Cancel

Short Form Amalgamation



	Capital Structure					
S. Contra	Share Class	Authorized	Voting Status			
	Class A	Unlimited	Voting	Edit	Remove	
	Class B	Unlimited	Non-Voting	Edit	Remove	
No. Mail	Common	Unlimited	Voting	Edit	Remove	
	Share Transactions				New Share (Class
	Name	Share Name	Number of Shares	Share Certificate		Class
		Share Name Class A	Number of Shares	CA-1	New Share (Remove	Class
	Name	Share Name Class A				Class
N.	Name Alba's Finest Inc.	Share Name Class A . Class B	500.0000	CA-1	Remove	Class
) .	Name Alba's Finest Inc. Heather Sample.	Share Name Class A . Class B Common	500.0000 25,450.0000	CA-1 CB-1	Remove Remove	Class

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.

	Client Contacts			
1000 I	First Name:	Last Name	c	Search/Add
	Name	Keep as Contact F	rimary	
D.	Joseph Sample F	🔽		
	Timekeepers First Name:	Last Name	c	Search/Add
		Last Name	Primary	Search/Add
	First Name:	Keep as Timekeeper		
	First Name:	Keep as Timekeeper	Primary	Type/Role
	First Name: Name Adam SAMPLE S	Keep as Timekeeper	Primary	Type/Role Responsible Lawyer

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.



Amalgamation Wizard			- • •
Amalgamation Wizard (Step 6 of 7)			@mergent
Extra Provincial	Name Caledonia Highlands PreAmalco Playtime PreAmalco Inc.	Jurisdiction Alberta Manitoba	Carry Over to Amalgamated Company
	< Back	Next >	Save and Exit Cancel

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.

🔬 Amalgamation Wiza	rd
Amalgamation Wizard (Step	(emergen
	Enter a date for the amalgamation to be effective 3/10/2017
	Options Print Amalgamation Summary Report for review Generate Amalgamation Package for each Predecessor company The new Corporation will be opened automatically.
	K Back Finish Save & Exit Cancel

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.





Corporate	Manager	23
?	Carefully review the Amalgamation Summary report before committing this amalgamation. Is this amalgamation confirmed and do you wish to proceed?	
	Yes No	

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.

This company amalgamated into Caledonia Highlands Newco. Inc. on Mar 10, 2017	This company was formed by the amalgamation of Caledonia Highlands PreAmalco and Playtime PreAmalco Inc. on Mar 10, 2017
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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.

	igiisn
Amalgamation Date	3/10/2017 Amalgamation Info
🖏 Amalgamation Details	Amalgamated Into:
Date de la fusion:	Date of Amalgamation: Type of Amalgamation C Long C Short The Corporation was amalgamated into the following corporation: Matter Caledonia Highlands Newco. Inc.
Link Open Delete To add a corporation that does not exist, please choose Add A New File from the main menu and then click the Link button once that has been completed.	Open To add a corporation that does not exist, please choose Add A New File from the main menu and then click the Link button once that has been completed. Save Close



n Amalgamation Details	
Amalgamated From:	Amalgamated Into:
Date de la fusion: Mar-10-2017	Date of Amalgamation:
Type of Amalgamation C Long C Short	⊂ Type of Amalgamation C Long ⊂ Short
The Corporation was amalgamated from the following corporations:	The Corporation was amalgamated into the following corporation:
Matter Coloris Lieblas de De Angles - 100054	Matter
Caledonia Highlands PreAmalco · 123654 Playtime PreAmalco Inc. · 987456	
Link Open Delete	Open
To add a corporation that does not exist, please choose Add A New File from the main menu and then click the Link button once that has been completed.	To add a corporation that does not exist, please choose Add A New File from the main menu and then click the Link button once that has been completed.
	Save Close

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.