Discovery AI

202411.2.0 Preview Release

Get early access to the latest features and improvements.

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Discovery AI for Conga Revenue Lifecycle Cloud is your intelligent assistant, reviewing contracts and third-party paper at the push of a button.

Discovery AI Release Notes

Discover what's new in the latest release of Discovery AI.

- Discovery AI for Conga Platform 202411.2.0 Release Notes

Discovery AI for Conga Platform 202411.2.0 Release Notes

In these release notes, you can find new features and enhancements and fixed and known issues for the Discovery AI 202411.2.0 release. For documentation updates, see What's New in Discovery AI Documentation.

> ℹ This documentation may describe optional features for which you have not purchased a license; therefore your solution or implementation may differ from what is described here. Contact your customer success manager (CSM) or account executive (AE) to discuss your specific features and licensing.

To access the learning path, including overviews and demonstrations of this release's updated features and enhancements, visit the Conga Learning Center.

System Requirements and Supported Platforms

For requirements and recommendations to consider before installing the Conga product suite, see the System Requirements and Supported Platforms Matrix.

New Features and Enhancements

The following features are new to Conga Discovery AI in this release.

Responsive Training Tab

The Training tab, including the Force Train button, is now available during auto-extraction before the provision is trained. See Training for more.

Agreement Links Added to Ready for Review

When the agreement is in Ready for Review state, the CLM web link and (if reverse sync is set up) the Salesforce agreement link are displayed. See The Home Screen for more.

UX: Insights Improvements

The Insights Answer window is now resizeable, with a look and feel resembling that of the clause display. Users can now edit the AI's answers, with Markdown elements visible during edits. See Question Insight Options for more.

Extractions and Feedback Selectable

Reviewers can uncheck a single field or clause extraction if the extraction is incorrect. User feedback (thumbs up and thumbs down) is always enabled for single extractions, whether they are selected or not. Users can remove feedback (neutral) so that feedback won't be returned to the agreement record. See To review imported documents for more.

Review Past Annotations for a Custom Provision

Administrators can view past user annotations/samples and remove samples as required to improve the quality of AI training. See Managing Annotations for more.

Fixed Issues

The following issues are fixed in this release. If any actions are required, they will be listed in this table.

Case Number	Conga Internal ID	Description
00909002	CONTRACTS-23698	Admin page links do not open on right-click. **Workaround:** Duplicate the open tab and open the desired feature there.
00903972	CONTRACTS-22838	Files fail OCR with these errors: `Payload Too Large` `Failed to upload the searchable PDF: Unhandled status: undefined` `Failed to upload the searchable PDF: Forbidden: The server understood the request but refuses to authorize it.` `Failed to create agreement` `Failed to get agreement` `Failed to update the agreement.`

Known Issues

There are no known issues in this release.

DOC ID: CICRLP202411.2.0RN20241209

Preview Documentation for Next Release

We provide a preview code drop two weeks before the production deployment, giving you early access to the latest features and improvements. You can view the Preview Release Documentation in PDF.

About Discovery AI

Conga Discovery AI integrates Conga's powerful machine learning engine to its Revenue Lifecycle Platform. Entering through this cloud platform, you can now use artificial intelligence to import and extract terms, fields, and clauses from contracts.

Administrators must set up the tool, integrating Discovery AI to their user interface, setting up the target storage backend if needed, and establishing links to the AI. Once the tool is set up, the Administrator maps agreement types (for example, Master Service Agreement, Nondisclosure Agreement, or Independent Contractor Agreement) to predefined terms (fields or clauses). Discovery AI applies these mapped terms to ingested documents, capturing, highlighting, and creating searchable metadata (dates, amounts, Booleans, or custom values) for detected contract provisions. User administration is managed in Conga's Revenue Lifecycle Platform.

Users' primary roles are to import documents and review them once they are imported. This flow also enables users to train the AI on any custom provisions described by the administrator.

Discovery AI offers three choices for imported documents: OCR (text only), Automated Extraction, and Verified Extraction. OCR is fastest, ingesting and storing imported documents as searchable text, but offering no contract provision extraction. Automated Extraction provides artificial intelligence and machine learning to extract contract provisions and generate searchable metadata about contracts. Verified Extraction introduces an attorney into the process to review and validate Discovery AI's accuracy.

Actor Survey

Administrator	User

• Sets up Discovery AI.
    • Sets up the app.
    • Sets up the AI provider.
    • Establishes the Provision Library.
• Sets up rules for AI interpretation and extraction of documents.
• Configures and ranks contract risks for Insights feature.
	• Selects and introduces documents for import.
	• Reviews imported and extracted documents.
	• Trains the AI for custom provisions

Key Terms

Term	Definition
automated extraction	Extraction relying on AI only, without an attorney review.
CCI	Abbreviation for "Conga Contract Intelligence," an earlier name for Discovery AI
extract	The process of taking an OCRed file and determining the meaning of its component paragraphs and clauses using AI.
IDD	Intelligent Data Discovery. IDD is the API that Conga components call to broker a request to an AI, such as Kira, Brightleaf, or Conga Contract AI.
IDE	Intelligent Data Extraction
OCR (text extraction)	OCR is an abbreviation for "Optical Character Recognition." OCR (text extraction) is a processing phase for documents in Discovery AI. When a document is introduced to the system, it is OCRed (if necessary) and stored.
tagging	Marking a document with metadata.
third-party paper	In a contract negotiation, documents imported from the counterparty in the negotiation.
verified extraction	Extraction relying on AI plus attorney review.

What's New in Discovery AI for Conga Platform Documentation

The latest changes for Discovery AI for Conga Cloud are shown below.

Document	Publication Date	Topic	Description
202411.2.0	20 Dec 2024	Training	The Training tab, including the Force Train button, is now available during auto-extraction before the provision is trained.
		The Home Screen	When the agreement is in Ready for Review state, the CLM web link and (if reverse sync is set up) the Salesforce agreement link are displayed.
		Question Insight Options	The Insights Answer window is now resizeable, with a look and feel resembling that of the clause display. Users can now edit the AI's answers, with Markdown elements visible during edits.
		To review imported documents	Reviewers can uncheck a single field or clause extraction if the extraction is incorrect. User feedback (thumbs up and thumbs down) is always enabled for single extractions, whether they are selected or not. Users can remove feedback (neutral) so that feedback won't be returned to the agreement record.
		Managing Annotations	Administrators can view past user annotations/ samples and remove samples as required to improve the quality of AI training.
202411.1.0	6 Dec 2024	All	Bug fix release. No new features.

Document	Publication Date	Topic	Description
202410. 2.0	22 Nov 2024	To configure a custom provision with table extraction	Modified documentation to match evolving UI and flows. Added Strict Name Match feature.
		Export Annotations as CSV	A new Export button exports a provision's annotations (Document Name, Annotation Text, Feedback, User, and Date of Annotation) to a CSV file.
		Direct Salesforce Agreement Links	Clicking the agreement link for a document in Complete status takes the user directly to that agreement in Salesforce. The user no longer must search for the agreement record on Salesforce.
202410. 1.0	8 Nov 2024	The Project Dashboard	Revised description. New columns added to CSV/Excel exports.
202409. 2.0	25 Oct 2024	All	Product is rebranded. Contract Intelligence is now Discovery AI.
		To configure a custom provision with table extraction	Users can configure matching criteria for tables to be extracted, lessening post-extraction cleanup of unwanted tables. When the "Match exact column count" feature is enabled, only tables with a column count matching that of the configured table are displayed on document review. If "Match exact column count" is disabled, AI can match tables with more or fewer columns than are specified in the table configuration.
		Setting Up Insights	Questions and answers are now available for review and editing during document review. Questions can now be saved as criteria in the Agreement Insights table and as answers in the Guidance section.

Docum ent	Publication Date	Topic	Description
		To set up a new data extraction map	Users can specify in a worksheet whether the table to be extracted is aligned vertically (headings on top) or horizontally (headings on the margin). The AI can also auto-detect table alignment, though this increases processing time.
202409. 1.0	11 Oct 2024	Reviewing Imported Documents	Removed information about the summary from the "Details Tab"section and added a new "Reviewing the Summary" section under "To review imported documents".
		Microsoft Sharepoint Integration	New Topic
		Importing Documents and Files	• Added the section "To Import from Microsoft Sharepoint". • Added a note to step 5 of "To import single files and folders".
		Setting Up Data Extraction	• Added "To clone a worksheet in a data extraction map" in the Mapping Data Extractions section. • Added Step 5 under "To set up a new data extraction map" with instructions on how to select the import options.
202408. 3.0	📅 27 Sep 2024	To review imported documents	During document review, standard provisions and extracted provisions are compared semantically using machine learning. A new API, /semantic-comparison, is introduced.
		Adding Custom Provisions	The custom provision creation flow is enhanced with a simplified, guided flow that helps users define custom provisions correctly.
202408. 2.0	📅 13 Sep 2024	NA	No documentary changes.

Docum ent	Publication Date	Topic	Description
202408. 1.0	📅 30 Aug 2024	To set up a new data extraction map	An improved user interface helps administrators select provisions when mapping fields and clauses.
202407. 2.0	📅 16 Aug 2024	To review imported documents	A graphical indicator gives the user a quick way to assess the language model's confidence in the quality of its extractions.
		To review imported documents	The reviewer's table extraction experience is enhanced with the ability to select and unselect all rows in a table, to edit all rows (edit a column), and delete all rows (delete a table). Reviewers can also bulk edit/delete identical values in a column.
		• To map Insights using generative AI • Assessing Risk with Insights	The Insights feature presents a cleaner and more intuitive user interface and a Gen AI-based risk analysis option.
		To review imported documents	Reviewers have a new ability to review extraction quality with a thumbs-up, thumbs-down widget that is monitored by the machine learning tool.
202407. 1.1	📅 02 Aug 2024	• To set up a new data extraction map • Editing Provisions	If a field or clause is mapped to a default value, this value is now visible in the review window if it is not extracted. The value's status as a default is also indicated. This 202406.2.0 release feature is extended to picklist-type objects.
		To set up a new data extraction map	Organization and agent details are added to the Administrator's home screen. An Organization Role field is added to the data extraction mapping screen. These details can be used to evaluate contract risks in risk identification requests.
		To add a custom provision without generative AI	Admins can set a two-digit decimal confidence threshold that the AI engine can access when processing documents.

Docum ent	Publication Date	Topic	Description
202406. 2.0	📅 12 Jul 2024	To review imported documents	• Describes how, during document review, a contract manager can add new table rows to extracted table data • Added description of new table extraction feature to detect, extract, and present hierarchically formatted table information.
		To configure a custom provision with table extraction	Added a description of the administrative use case for the new table extraction feature.
		• To set up a new data extraction map • Editing Provisions	If a field or clause is mapped to a default value, this value is now visible in the review window if it is not extracted. If a value has a default status, this is also indicated.
		Examples of Provisions under Training	Added a tip concerning text values in picklists.
202406. 1.0	📅 28 Jun 2024	Details Tab	Added description, accounting for the new Account Summary feature.
202405. 2.0	📅 21 Jun 2024	To import from Conga CLM	Contract Intelligence can skip older versions of documents on an import from CLM, thus processing only the latest versions of imported documents.
		To add a custom provision with generative AI	Contract Intelligence can now employ generative AI to extract provisioned content, enhancing its accuracy autonomously. No changes are required to users' extraction strategies, though accuracy will continuously improve.

Document	Publication Date	Topic	Description
		Duplicate Document Import	Contract managers can enable or disable duplicate-document imports, so that users can choose whether to accept duplicate documents during import.
		Romanian Language Support	Contract Intelligence's generative AI can now be trained to extract fields and clauses from Romanian documents.
		To import from Conga CLM	The CLM Import feature is enhanced by the addition of 24 fields that can be used to filter agreement objects.
		Table Extraction To configure a custom provision with table extraction Setting Up Data Extraction Adding Custom Provisions	The existing stack of permissible custom provision types is augmented by the addition of the Table provision type. Contract Intelligence can now recognize and extract field values from ingested tables.
		Add Table Rows	Users can add template-based table rows within documents using Contract Intelligence. See Reviewing Imported Documents.
202405.1.0	📅 07 Jun 2024	To import from Conga CLM	Contract Intelligence can now import documents directly from Conga CLM for the extraction of your choice. You can filter the results and apply worksheet logic to them. Updated provisions and documents are synced with CLM.
		To import single files and folders	Document imports are added to the upload popup, so you can track the upload's progress more effectively.

Docum ent	Publication Date	Topic	Description
		To import from Conga CLM To import single files and folders.	Using an onscreen toggle, users can configure Contract Intelligence to skip duplicate (older) files when importing from CLM.
		To add a custom provision with generative AI	Generative AI provisions mapped to a record type or worksheet are displayed under either the Missing or Found heading based on whether there was an extraction from generative AI. If found, these provisions can extract without any training (zero training).
		To add a custom provision with generative AI	A generative AI toggle option is presented during custom provision creation, enabling AI for custom provision extraction.
202404. 2.0	📅 24 May 2024	Setting Up Data Extraction	Provision descriptions have been added as popup help to the provision mapping screen's New Field Mapping popup.
		To Import from Conga CLM	Contract Intelligence can import and extract (OCR, Auto-Extraction, or Verified Extraction) documents from CLM.
		Setting Up CLM Data Sync	Contract Intelligence can import documents from CLM on Conga Platform and use the Platform to reverse-sync the data to SFDC.
202401. 1.0	📅 10 May 2024	N/A	Improvements did not require documentation.

Docum ent	Publication Date	Topic	Description
202403. 3.0	📅 26 Apr 2024	Training	A user (contract manager) can access a force-train button in the Training tab to train a custom provision before having reached the minimum required number of annotations. The user must submit at least one sample (a minimum of five is recommended) and can force-train on untrained or trained provisions. Force training relies on all samples submitted by the user, not only on new samples since it was last trained.
		To set up a new data extraction map To review imported documents	If this option is enabled, a reviewer can choose to get the next available batch of documents for review. A pop-up window displays the list of record types that the reviewer has access to. Requests are processed in the order requested. Users cannot request a new batch until currently assigned documents are reviewed or reassigned.
		To import single files and folders	When importing a document, in addition to selecting the document type, a user (contract manager) can now select a worksheet to apply to the import, improving the relevance of the extraction. The default worksheet is preselected but can be changed through a dropdown menu.
		To import single files and folders	A user (contract manager) can detect and skip duplicate documents from a single or bulk import. During import, a duplicate file check is made within each folder and across all folders and sub-folders. An upload popup dialog shows when a duplicate file is discovered, by name.
202403. 1.0	📅 20 Mar 2024	Renaming and Deleting Projects	Updated edit and delete flow information.
		Error Reprocessing	Bulk resubmit now permitted on bulk uploads that are hung in processing.

Document	Publication Date	Topic	Description
202402.2.0	📅 06 Mar 2024	Importing Documents and Files	Folder upload flow improved with an Uploading Documents pop-up, displaying uploaded files, files remaining to upload, upload progress, and success and error statuses.
February '24	📅 07 Feb 2024	Configuring the Provision Library	The procedure for adding publisher APIs has been simplified to a one-time, single-token-per-tenant operation. See To set up the publisher API for details.
January '24	📅 10 Jan 2024	Filtering Files	Documentation added for enhanced Advanced Search feature.
December '23	📅 06 Dec 2023	Custom Provisions	Contract Intelligence supports deploying and training custom provisions.
October '23	📅 04 Oct 2023	Bulk upload from folders	Users can now bulk-upload folders from the UI without having to stage them in ZIP files.
June '23	📅 08 Jun 2023	Compare with Standard Clause	Contract Intelligence displays a comparison between the extracted/identified clause and the language of the standard provision.
		Extract Complete Paragraph	Users can choose to extract only matching clauses or the whole paragraph in which the clause is matched.
		Skip Review	Administrators can configure data extraction mappings to skip a review.
February '23	📅 08 Feb 2023	Bulk Upload from CLM	New feature
		Custom Provisions	New feature
		Product name change	Product was named "Contract Intelligence for CLM." Product is now named "Contract Intelligence."

Document	Publication Date	Topic	Description
September '22	📅 07 Sep 2022	Bulk Upload	New feature
		Setting Up Insights	New feature
		Defining Risks	New feature
		Provisions	Added detailed compendium of provisions.
		Discovery AI for REST API Developers	Imported IDD REST API documentation from Max project. Added APIs for bulk upload, insights, and training.
May '22	📅 08 Apr 2022	All topics	New product

Discovery AI for Administrators

Discovery AI is a machine-learning application that reads documents, finds and extracts key provisions, and analyzes the characteristics of your contracts and third-party paper.

Administrative tasks include:

- Setting up the application
- Managing provisions
- Defining the clauses, fields, and tables to be extracted

To get started, set up the application.

Setting Up Discovery AI

Before you or any of your users can access Discovery AI, you must set it up. To set up the Discovery AI application, you must establish a connection to the AI engine that will extract your documents. Then, you must identify the types of agreement you expect to receive, and map for extraction the clauses you expect them to contain.

User Management

User access to Discovery AI is through Conga Revenue Lifecycle Platform and is governed by your cloud access agreement with Conga.

Setting Up the Application

Access Discovery AI from Conga CLM.

Prerequisites

- You are the administrator of Conga CLM for your organization.
- Your licenses for Discovery AI and Conga CLM on the Revenue Lifecycle Platform are active.

Managing Provisions

Access the Provision Library by clicking the **Provision Library** tab in the left navigation bar.

The Provision Library provides a listing of all provisions, mapped and unmapped. A *provision* either contains a value (a date, a duration, a percentage, an amount of money, a picklist, or a short text) or language (text). Provisions are classified as built-in or custom. *Mapped* provisions can be applied when a document is imported for extraction. An *unmapped* provision is a provision that has been detected but has not been selected for inclusion in extractions.

In addition to Discovery AI's extensive library of built-in provisions, you can configure and train your own custom provisions. You cannot edit or delete the built-in provisions. You can, however, update them through syncing.

To view provision details

The Provision Library's default layout provides information about stored provisions at a glance, including the provision name, type, and last sync date for all provisions.

Clicking a provision's name opens a detailed view of that provision.

Syncing Provisions

Syncing the Provision Library brings in new provisions and updates existing provisions from the AI service provider. It is a good idea to synchronize regularly, to get new provisions from the publisher and to benefit from ongoing improvements to the AI.

To sync the Provision Library

1. Click the **Provision Library** tab in the left navigation bar to open the Provision Library.
2. Click the **Sync Library** button.
3. Discovery AI syncs all available provisions. This can take a considerable amount of time.

Provisions

Conga's AI helps you learn the details of your contracts, enabling your business to make better decisions. It uncovers and extracts key information from commercial agreements, unstructured contracts, and related documents, helping track contract management information.

Provisions are information that Conga's AI has been trained to identify in document contents, automatically populating field results. The Discovery AI AI is trained to extract

over 1,200 common legal clauses, provisions, and data points from more than 130 document types.

Built-in provisions are preloaded in Discovery AI and work without added configuration. These fields are not modifiable, so adding or removing results for a given built-in field does not affect its future behavior. Trained by experienced lawyers and domain experts, these provisions are regularly maintained, and we regularly add built-in provisions to our library based on market changes and customer demand.

Because our customers are from many different industries, we intentionally build our provisions broadly, training the provisions on a variety of document types in various governing jurisdictions. Each provision contains a description describing what the provision is trained to capture and the types of documents it has been trained on. Before release, each provision is rigorously tested on a holdout set of documents that the provision was not previously trained on, ensuring our understanding of its behavior and its effectiveness on unfamiliar documents.

Getting the Most Out of Built-in Provisions

Our built-in provisions are not perfect and human review remains expected for documents and annotations. For best results, review provision descriptions before using them (either yourself or by engaging an attorney in the loop with Verified Extraction) and use provisions on the same document types they were trained on; for example, do not expect a provision trained on general commercial agreements to perform as well (or at all) on credit agreements.

Provision Types

Discovery AI brokers built-in provisions, which range from the most general and universal contract characteristics (such as parties or consideration) to contract provisions that are tailored to unique agreement types and industries, and facilitates custom provisions that you can build and train to meet your unique needs. You can build custom provisions on your own or base them on existing built-in or custom provisions.

Built-In Provisions: Standard Provisions

These provisions represent the "basics" that apply to any contract.

Name	Description
Agreement Title	The given title of the contract
Audit Rights	Designates if the contract grants any party the right to audit any other party to the contract.
Commencement Date	The start date of the contract term, if different from the effective date. If the commencement date refers to outside information, like a go-live date, it displays as "TBD".
Data Security Breach Notification	Designates if the contract specifically states whether, in the event of a breach of data security (generally regarding customer information or PII) by one party, whether such party must send generic notification to other parties or notification that complies with particular laws.
Dispute Resolution	Designates if the contract includes an arbitration requirement.
Effective Date	The date the contract goes into effect
Exclusivity/ Not Granted	Indicates that one party to the contract does not grant exclusivity to the other.
Exclusivity/ Required	Indicates that one party to the contract requires exclusivity from the other.
Governing Law	The state or foreign law that the governs the contract
Indemnification Provision	Designates, if the contract includes indemnification provisions, whether they are unilaterally or mutually binding.
Non-Solicitation Period	How long after expiration or termination of the contract that parties are restricted from soliciting employees or contractors from other parties to the contract.

Name	Description
Notice Address	If a notice clause is provided, this provides the address to which such text directs. If no notice clause is provided, this captures any address that may be listed for a party.
Notice Field	This describes how legal notices must be delivered to be valid.
Original Expiration Date	The expiration date of the initial term of the contract
Parties	The contracting parties to the contract, normalized by entity for differences in punctuation, variations, and subsidiaries, as well as the other (non-party) entities named in the agreement.
Pricing/ Billing Frequency	Defines the interval at which the paying party will render payment to the party providing goods or services.
Pricing/ Payment Model	Designates whether services shall be provided on a Fixed, Retainer, or Time & Materials basis.
Pricing/ Payment Terms	Defines how long, in days, the contract states payment is due after invoice delivery. If the value is "Other," the text is displayed as the value.
Related Master Agreement Name	The given title of the related agreement title that is directly referenced in the contract.
Renewal Limit	The number of times a contract can renew for the stated renewal period.
Renewal Notice	The real-time date to provide notice by, or the duration of time required for notice to, exercise an option-to-renew. This may be either (i) an exact calculated date, (ii) X days/weeks/months/years listed as a duration, (iii) at any time, or (iv) upon written notice

Name	Description
Renewal Period	The length of time of subsequent renewal periods after the initial term.
Renewal Type	The renewal provision that applies to the term of the contract. This may be auto-renew, option-to-renew, perpetual, or fixed.
Signatures	This determines that a contract has either been signed by all required parties (Signed) or not signed by one or more required parties (Not Signed).
Termination Notice	The real-time date required to provide notice by to halt an auto-renewal or the amount of duration required for notice of termination for convenience to be effective. This may be either (i) an exact calculated date, (ii) X days/weeks/months/years listed as a duration, (iii) at any time, (iv) upon written notice, or (v) upon mutual agreement.
Total Contract Value	What the contract states as the total price for the services, supplies, deliverables, etc.

Built-In Provisions: Specialized Provisions

Specialized provisions apply to specific contract types. Conga offers a library of over 1,200 such provisions. These are catalogued in Appendix A: Provision Library.

Custom Provisions

Provisions are available from built-in libraries. Syncing the Provision Library to the publisher (AI provider) makes these provisions available for data extraction mapping. However, if your specific contract language does not conform to any of these preconfigured provision types, you can name, build, populate, and train the AI on your own custom provision type.

To add a custom provision

Successive generations of Conga Discovery AI have progressively reduced the resources required to train an AI to recognize and extract values from documents. Generative AI reduces the training requirement to zero. The administrator configures the generative AI search with two examples. Once the examples are added and the provision is saved and mapped to a worksheet, no additional user training input is expected: the provision extracts from imported documents automatically.

> ❌ **Warning**
>
> There is an issue with custom provisions. When the user reviews clauses from an extracted document, the on-screen highlight may not match the information gathered correctly by the AI-generated provision. This issue affects only clauses, not fields. It is scheduled for repair.
>
> Before adding custom clause provisions, alert users to this issue.

1. From the left navigation bar of the Conga Start window, select the menu icon (▦) and then pick **Admin Apps**.
2. Click the AI icon (▣) to open the Discovery AI admin/management view.
3. Click the **Admin Dashboard** button to raise the Discovery AI Admin Home page.
4. From the Admin Dashboard (Admin Home), click the **Provision Library** tab in the left navigation bar to open the Provision Library.
5. Review the existing provisions carefully to ensure that the provision you want isn't already provided. Entering key terms in the **Search & Filter** field at right is a good way to shorten the list of provisions to review.
6. If the provision you want isn't available, click the **NEW PROVISION** button to raise the New Provision window. Enter the new provision's name and select the annotation data type. Further choices depend on this selection. From the available choices (Date, Organization, Currency, Duration, Number, Percent, Picklist, Short Text, Text, Table) Picklist and Table offer additional settings.
   a. For all except Picklist and Table, select the language, minimum accuracy threshold, acceptable confidence score, maximum extractions to display for review, and enter a description of the provision. Alphanumeric characters are allowed. Duplicate provision names are also allowed.

   > ✅ **Tip**
   >
   > Enter clear, natural, space-separated names in the **Name** field, which prompts the generative AI model in the background.
   > Do:
   > ```
   > Effective Date
   > ```
   > Don't:
   > ```
   > Effective_Date1
   > E.Date.Custom
   > ```
   > The **Description** field conveys the provision's meaning to the generative AI model. In this field, provide clear phrases that describe what is to be extracted from the document. For example, the description offered to extract the effective date only if it is mentioned might be: "The date on

> which agreement becomes effective". If you also consider the contract date as the effective date, the description might be: "The date on which the agreement becomes effective or is entered into."

b. For Picklist data types, select the data type (Date, Organization, Currency, Duration, Number, Percent, Short Text, or Text) and enter comma-separated values in the **Add values for picklist** field.

c. For Table data types, select a preconfigured table from the **Choose Table** field.

d. For all data types except Table, you must select a language (default: English) and you may adjust the **Minimum Accuracy Threshold** (expressed as a percentage), the **Acceptable Confidence Score** (a decimal between 0 and 1), and the **Maximum Extractions to Display for Review**. For more on these, see Minimum Accuracy Threshold: Theory, below.

e. Click **NEXT**.

7. The Provision Example window prompts you to add two new examples. Click **ADD EXAMPLE**.

8. If any examples are available, they are displayed in the resulting New Provision window. Otherwise, you must click **NEW** to add an example.

a. In the "Add example" pop-up, enter (or paste in) the paragraph text you will extract and the data you want to extract.

> ✅ **Tip**
>
> For fields, enter the sentence, paragraph, or clause where the field is usually found in the **Paragraph Text** field.
> For example:
>
> ```
>  This agreement is entered into on 1/1/2024 by and between
>  ABC Inc., a Delaware company, and XYZ LLC, headquartered in
>  San Jose.
> ```

> In this example, enter `1/1/2024` in the **Data to Extract** field.
>
> For clauses, enter a sentence, paragraph, or clause in the Paragraph Text field that is similar to or exactly the clause to be extracted.
>
> For example:
>
> ```
>  No Party shall be liable or responsible to the other Party,
>  nor be deemed to have defaulted under or breached this
>  Agreement when delay is caused by or results from acts of
>  God.
> ```
>
> In this example, enter the same clause information in the **Data to Extract** field, as the extraction involves the entire clause or paragraph.

  b. Click **Add another example** and repeat the preceding substep with another example. You must provide at least two samples for the AI to work.

  c. Click **ADD**.

9. Your entry is now available in the Examples table.

10. When you have entered all your examples, click **DONE**. You will receive a success message and see a summary of the new provision.

Your new custom provision is available in the Provision Library and is active by default.

There is no manual training flow. If the AI does not produce the desired accuracy, add more examples to the provision as described above.

Managing Annotations

Annotations are feedback left by reviewers as they review the document extractions. They consist of:

- Thumbs-up/thumbs-down indications
- Text selections from documents associated with a provision
- Edits to text selections and extractions

The AI uses all these types of information to train itself. For a given custom provision, you can include the annotations reviewers have made or delete them, removing them from AI training.

A thumbs-up or thumbs-down sends the extraction to the AI model for training, and user feedback is only valid if either a thumbs-up or thumbs-down is selected. If neither is selected, changes (add, update, or delete) made to an extraction are not sent to the AI for training. If the extraction is annotated (an add or update) and you select the checkbox to the left, your annotation is saved to the agreement record even if you do not select thumbs-up or thumbs-down feedback.

To review annotations

1. From the left navigation bar of the Conga Start window, select the menu icon (⣿) and then pick **Admin Apps**.
2. Click the AI icon (⧉) to open Discovery AI's administrative view.
3. Click the **Admin Dashboard** button to raise the Discovery AI Admin Home page.
4. From the Admin Dashboard (Admin Home), click the **Provision Library** tab in the left navigation bar to open the Provision Library.
5. Click the name of an existing custom provision.
6. Click the **ANNOTATIONS** tab.
7. The default view shows columns for document name, the content of the annotation, the date of the review, and feedback (a thumbs-up or thumbs-down indication).
8. Under the Feedback column, select the thumbs-up icon to include an annotation as suitable for training this provision, or select the thumbs-down icon to indicate a bad training example.

To delete annotations

1. Follow the instructions in To review annotations to the ANNOTATIONS tab.
2. Select the document annotation(s) you will remove.
3. Click the Delete icon (🗑).

To export the Annotations table

You can review the annotations table off-platform by exporting it the tabular comma-separated value format.

1. Follow the instructions in To review annotations to the ANNOTATIONS tab.
2. Click the **EXPORT CSV** button at top right.

This generates and exports a CSV listing of all visible annotation information, irrespective of the live selections.

Training

When the total count of annotations reaches 30 for a provision, training automatically begins. You can also trigger training for a provision before 30 annotations are entered by force-training the AI on a limited set of annotations.

To manage training tasks

1. Open the Provision Library and select a provision as described in To review annotations.
2. Click the **TRAINING** tab.
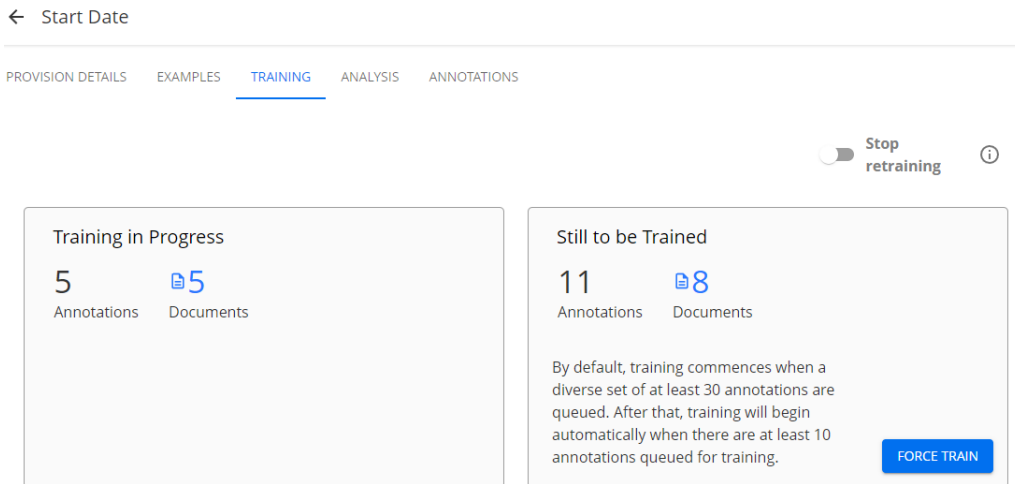
The Training in Progress pane at left describes the documents containing the subject provision that have already been annotated and the total number of annotations in the reviews. The Still to Be Trained pane accounts for remaining annotations and documents.

3. Flipping the **Stop retraining** toggle on forces to AI to use the training it has already received to find future provisions. This reduces review latency but may cost accuracy if turned on before the AI is fully trained.

4. AI training normally activates after 30 annotations (thumbs-up/-down marks, text selections, or selection edits) have been entered. Clicking the **FORCE TRAIN** button pushes the AI out of training mode immediately. This may save time but may also cost accuracy.

> 🛈 **Note**
>
> Force-training with fewer than five annotations is not recommended.

Table Extraction

You can use AI to extract tables from documents. This is especially useful when contracts present such tabular data as bills of materials or delivery schedules. Because table extraction requires generative AI, these extractions do not require training. Users can extract tables as soon as the table extraction is configured and mapped to a worksheet.

Each table must have a vertical columnar structure, with each line reflecting the values named in the heading. Discovery AI extracts these values in much the same way it handles fields and clauses, presenting this data in a column-defined line-item format.

To configure a custom provision with table extraction

1. Follow the procedures for To add a custom provision (above) to step 6c.
2. Select **Table** from the Annotation Data Type dropdown menu. Some screen options (Based on Provision, Minimum Accuracy Threshold, etc.) disappear.
3. Select a table by name from the **Choose a Table** dropdown menu. These tables are defined in CLM. You can set up new tables in CLM by following the instructions for adding contract line items.
4. Click **NEXT**.
5. Click **ADD COLUMNS** to raise the Add Alternate Keywords for Columns pop-up.
6. Select a column name from the **Choose Column** drop-down that you want the AI to extract. This populates the adjacent **Add Values for Keywords** cell.
7. Click the **NEW COLUMN** button to add columns to extract. Add columns in the order you want this information presented. The order you see here is the presentation order of the extraction, irrespective of the order the columns fall in the scanned table. You are not required to select every column.

   > ℹ️ **Note**
   >
   > The order of the columns here controls the order in which they are presented to the reviewer. To change the order, you must delete and add columns until you achieve the desired order. It is therefore a good idea to have the presentation order in mind before you begin.

8. You must click the checkbox adjacent to one of the columns to set it as the primary column. This identifies the essential property of the line without which there would be no line. For example, on a line containing the column heads "Deliverable", "Quantity", and "Unit Price", the Deliverable column is the reasonable primary choice, as there is no quantity or price without a deliverable product. Primary selection does not affect the presented order of the columns, but it is the "handle" by which reviewers will access and sign off on the extracted data.

9. For each column, enter keywords as comma-separated text in the **Add Values for Keywords** field approximating likely column headings to enhance the AI's likelihood of accurate extraction. For example, if you know a column normally titled "Description" is occasionally titled "Desc.", you can enter that alias here.

10. You can check the **Strict Name Match** box to enforce verbatim column-heading matches. Leaving this unchecked permits AI matching.

11. If the table type contains hierarchic data, indicated by regularly indented rows in existing columns, you can set a hierarchic value for the column entry. For example, if a table has a column named "Prices" with sub-entries for "$1–$5,000", "$5,001–$10,000" etc., you can select the Prices column from the **Choose Column** field, populate the **Add Values for Keywords** field with entries of "$1–$5000", "$5001–$10000", and so forth, and assign **Hierarchy level 1** in the Type field.

> ✅ **Tip**
>
> Do not enter values with commas except to divide entries. Entries in the Add Values for Keywords field are comma-delimited, so your entries will be broken into fragments at each comma.

12. When you have selected and described all columns desired for extraction, click **ADD** to review your columns.

13. You can slide the **Match exact column count** toggle to ignore tables with an unexpected number of columns.

14. Click **DONE** to save the new custom provision and return to the Provision Library.

Minimum Accuracy Threshold: Theory

It is important to have a working understanding of the accuracy and confidence scores, as these are the final criteria by which you will measure the AI's performance in recognizing your custom provision. As the F_1 score is a factor of accuracy, precision, and recall, it is worthwhile to have a basic understanding of these foundational concepts. Once a provision is trained enough to produce a meaningful statistical sample, you can fine-tune the results based on the AI model's confidence score.

Accuracy

Accuracy describes the ratio of true positive and negative identifications for all samples. The ratio of true positives detected to all actual positives is classified as recall. The ratio of true predicted positive results to all (true and false) predicted positives results is called precision. These are combined to form an F1 score.

Precision

Precision is a measure of the AI's predictive correctness. For example, if the AI is asked to find apples in a mixed basket of fruit, a perfect precision score of 1.00 means every fruit it found was an apple. This does not indicate whether it found *all* the apples. Expressed mathematically:

$$precision = true\ positives / (true\ positives + false\ positives)$$

Recall

Recall is a measure of completeness. For example, if the AI is to find apples in a mixed basket of fruit, a perfect recall score of 1.00 means it found all the apples in the basket. This does not indicate it found *only* apples: it may have found some oranges too. Expressed mathematically:

$$recall = true\ positives / (true\ positives + false\ negatives)$$

Categorizing legal concepts has more variation than picking fruit, especially when the provisions are reviewed by different legal professionals; therefore, recall and precision may differ among annotators (one person's recall of 0.90 may be someone else's 0.80). Remember this when using built-in provisions and reviewing annotations.

F_1 Score

The F_1 score is the harmonic mean of precision and recall. It provides a more sensitive measure of accuracy than precision or recall alone. Expressed mathematically:

$$F_1 = 2 * [(precision * recall) / (precision + recall)].$$

The F_1 score gives equal weight to both precision and recall for measuring a system's overall accuracy. Unlike other accuracy metrics, the total number of observations is not important. The F_1 score value can provide high-level information about an AI model's output quality, enabling sensitive tuning to optimize both precision and recall.

When setting up custom provisions, you are asked to enter a desired minimum accuracy threshold. This is an F_1 score, and Conga recommends you set this value to 65, which we have found optimally weights AI precision vs. trainer time.

Prediction Threshold

Also called a confidence threshold, this is presented in our app as the Acceptable Confidence Score. This value describes a confidence level above which information is accepted and below which it is rejected. If the threshold is set to 0, all responses exceed the

threshold and are accepted. If the threshold is set to 1, then no response exceeds the threshold and all are rejected.

In general:

- Increasing the prediction (confidence) threshold lowers recall and improves precision (i.e., biases towards true positives, but throws some good results away).
- Decreasing the prediction threshold improves recall and lowers precision (i.e., biases towards including more hits, but with more false positives).

If you find your results have a lot of false positives (Discovery AI identifies incorrect passages as matching results), raise the prediction threshold setting. If you find the AI is missing too many entries, i.e., not detecting passages as matching, lower this setting.

Custom Provision Use Cases

The Discovery AI app pulls useful data out of contracts. Some data, such as start and end dates or total contract value, are fundamental to all contracts and are readily recognizable to Discovery AI. Other fields are unique to companies' business needs and require you to nominate custom provisions. Adding custom provisions is documented in the To add a custom provision section. This section provides examples of the flow described there in terms of desired outcomes.

To create a custom provision for a currency-type Total Fixed Fee field

The Currency type allows users to input monetary values such as $45,000; in other words, a numeric value associated with a unit of currency.

1. Follow the steps in To add a custom provision to the Create New Provision screen.

2. Select **Currency** from the Data Type pulldown menu.

3. Continue the steps in To add a custom provision.

To create a custom provision for capturing a warranty period

The Duration data type enables users to annotate (during document review) the duration value in such language as "90 days", "12 months", or "five years".

1. Follow the steps in To add a custom provision to the Create New Provision screen.
2. Select **Duration** for the Data Type value.

3. Continue the steps in To add a custom provision.

To create a custom provision for an indexation metric

Contract values and terms can be tied to an indexation metric. For example, the consideration of a contract may change based on changes to the indexed rate of inflation or local prevailing wages.

1. Follow the steps in To add a custom provision to the Create New Provision screen.
2. Select **Picklist** for the Data Type value.
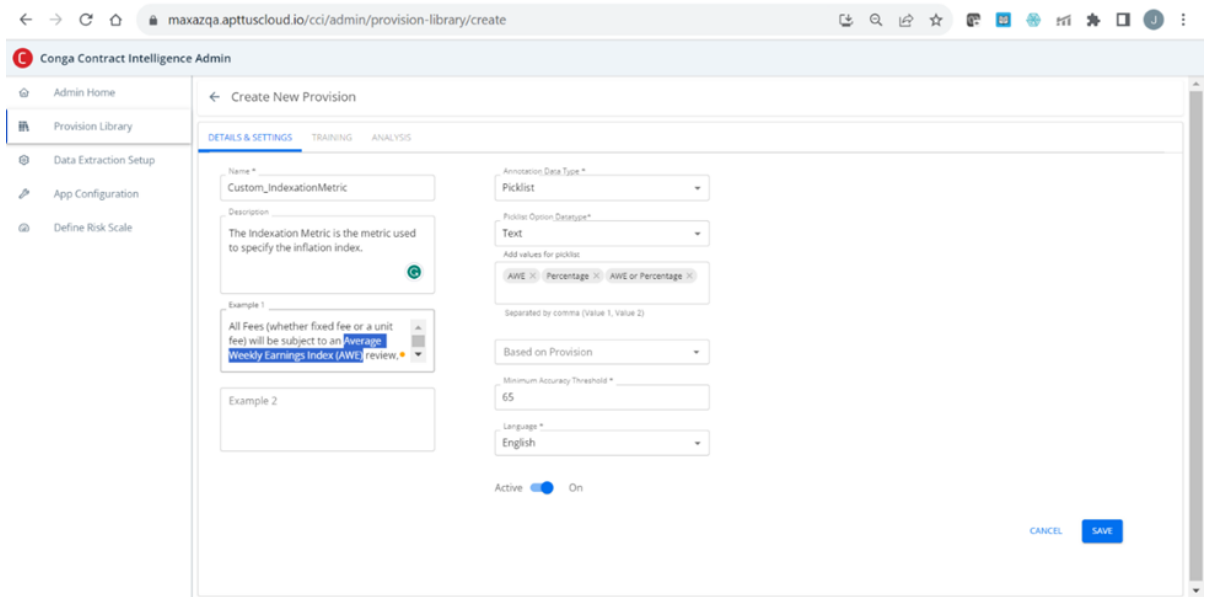
3. Add comma-separated picklist values to the "Add values for picklist" field. The Picklist type allows users to annotate this value during document review. In the above example, indexation metric picklist values are "AWE", "Percentage", and "AWE or Percentage".

> ℹ️ **Note**
>
> Picklist values must match (case-sensitively) the Salesforce field values this provision is mapped to.

4. Continue the steps in To add a custom provision.

To create a custom text provision for a fee review point (indexation)

The Text data type enables users to annotate (during document review) a text value such as "annually on the commencement date anniversary" or other such review point values.

1. Follow the steps in To add a custom provision to the Create New Provision screen.

2. Select **Text** for the Data Type value.

3. Continue the steps in To add a custom provision.

To create a custom provision to use data from a picklist

1. Follow the steps in To add a custom provision to the Create New Provision screen.
2. Select **Picklist** for the Data Type value.

3. Add comma-separated picklist values to the "Add values for picklist" field. The Picklist type allows users to annotate this value during document review. For a "Use of Data" custom provision, picklist values might be "Restricted", "Allowed – Internal Only", and "Allowed – Internal and 3rd Party" or other such values.

> **ⓘ Note**
>
> Picklist values must match (case-sensitively) the Salesforce or agreement record field values this provision is mapped to.

4. Continue the steps in To add a custom provision.

To create a custom provision for a percent price increase

The Percent data type enables users to annotate (during document review) a percent value, such as a "4%" or "four percent" price increase, or other such percentage values.

1. Follow the steps in To add a custom provision to the Create New Provision screen.
2. Select **Percent** for the Data Type value.

3. Continue the steps in To add a custom provision.

To create a custom provision for a registration number

The Number data type enables users to annotate (during document review) a numeric value, for example a license or registration number value.

1. Follow the steps in To add a custom provision to the Create New Provision screen.

2. Select **Number** for the Data Type value.

3. Continue the steps in To add a custom provision.

To create a text-type custom provision annotation

The Text data type enables users to annotate text values during document review.

1. Follow the steps in To add a custom provision to the Create New Provision screen.
2. Select **Text** for the Data Type value.

3. Continue the steps in To add a custom provision.

Deleting Custom Provisions

You can delete custom provisions from the Provision Library. You cannot delete provisions synced from a publisher.

To delete one or more provisions

1. Open the Provision Library and find the custom provision you will delete.
2. Check the box adjacent to the provision or provisions you will delete.
3. Click the **Delete** button.
4. The Provision Library screen automatically refreshes itself. Review Provision Library to verify that the provision or provisions are removed.

Setting Up Data Extraction

Discovery AI uses mappings to extract provisions from uploaded documents. For Discovery AI to do this, you must define the types of documents you expect it to receive. For example, you might define a master service agreement, a non-disclosure agreement, or a construction quitclaim. For each agreement type, you must map for extraction the provisions you anticipate in the agreement.

Provisions can be of three types: *fields*, *clauses*, or *tables.* A field contains some measurable, normal property: a date, a percentage, a duration, or a cash value. Clauses do not have a measurable characteristic; for example, a stipulation, an indemnification clause, or a representation of fact. Tables present values in rows, also called line items, which present values in columns. The column defines the type of data, and the row contains the value. It may be useful to consider a table as an array of fields. Access provisions through the Data Extraction Setup tab in the left navigation bar. Manage provisions using the Provision Library.

When built-in provisions do not meet your needs, you can create and train your own custom provisions to provide bespoke extraction solutions. Mapping Data Extractions

Provisions

Built-In Provisions

Discovery AI extracts these fundamental provisions (if possible) from all contracts it reviews:

- Agreement Title
- Parties
- Effective Date
- Commencement Date
- Original Expiration Date
- Termination Notice
- Renewal Type
- Renewal Period
- Renewal Notice
- Renewal Limit
- Signatures
- Notice
- Notice Address
- Related Master Agreement Name
- Total Contract Value

These provisions are required because without them a contract is not effective, and they are available for every Discovery AI extraction.

You can select from the following common built-in provisions as your needs dictate:

- Audit Rights
- Pricing/Billing Frequency
- Data Security Breach Notification
- Dispute Resolution
- Exclusivity/Not granted
- Exclusivity/Required
- Governing Law
- Indemnification Provision
- Non-Solicitation Period
- Pricing/Payment Model
- Pricing/Payment Terms

Additionally, you can pick specialized terms from our library of over 1,200 provisions for extraction. These are specialized for several industries and improve the granularity and specificity of your extractions.

> ⓘ **Note**
>
> Not all provisions are available for attorney review with Verified Extraction. If you need Verified Extraction, you must negotiate the projected provision set with your Conga account executive.

Mapping Data Extractions

To set up a new data extraction map

1. Click the **Data Extraction Setup** tab in the left navigation bar to raise the Data Extraction Setup window.
2. Click the **New** button to raise the New Document Extraction Mapping popup.
3. Give the new mapping a name, enter a brief description, and choose a record type from the **Choose database record** pull-down menu. These values correspond to a particular contract or document type. For example, in a CLM deployment, this shows agreement records.
   - To remove the requirement to review, select **0 - Skip Review**.

     > ⓘ **Note:**
     >
     > If any field's extracted value cannot be normalized to match its data type, the file is sent to Ready for Review and must be reviewed.

   - To use a single-stage review process, select **1- One level - Review and Complete** from the "Choose review level" pulldown.
   - For a more formal process, select **2 - Two levels - Review and Approve** and select one or more approver names from the "Choose reviewer(s)" menu.
4. To let users to check out batches of documents for review, slide the **Allow reviewers to get next batch** toggle, then set the batch size. This convenience enables users to check out a block of records with a single "get batch" action. Users cannot request a new batch until they review or reassign all documents currently assigned to them.
5. Under Import Options, select extraction options to make available to your users. These are:
   - **OCR** to import the document as searchable text

- **Automated Extraction** to submit the document for AI-only extraction, or
- **Verified Extraction** to submit the document for AI extraction with attorney review.

6. Depending on whether this is a purchase or vendor agreement, set the **Organization Role?** toggle to either Buyer or Seller.

7. Click **Save** to return to the Data Extraction Setup window.

8. Click the name of the new mapping to raise its detail window.

9. Click the **WORKSHEETS** tab.

10. Select the **Fields**, **Clauses**, or **Tables** tab, then click **New** to raise the New Field Mapping, New Clause Mapping, or "Select table provision" popup.

11. For each field or clause, select either **Auto Extraction** or **Manual Extraction** and the default value (If there is no extraction, this value is assigned to the provision.)

> ℹ️ **Note**
>
> When a default value is assigned to a provision, it appears in the reviewer's Provisions Found section, clearly marked as a default value. A default value does not fail validation checks for required fields.
> - If the reviewer modifies the default value or marks it as reviewed, the updated value is saved to the agreement record.
> - If the user does not modify the default value or mark it as reviewed, the default value is saved to the agreement record.
>
> Default values are not sent to the AI engine for training.

Also choose whether the extraction is required. For clause extractions, choose whether to extract the complete paragraph in which the clause is found. Manual extractions require no further provision configuration.

12. For auto-extractions, select a field or clause from the left column, then select applicable provisions from the Available Provisions list. You can narrow your provision choices dramatically by entering one or more words in the search bar:

Available Provisions

🔍 indemnification

8 Items

Name	Description	Source	Language	
Indemnification Basket/Deductible...	This smart field captures indemnifi...	Builtin	-	→
Directors' and Officers' Indemnific...	This smart field captures a purchas...	Builtin	-	→
Indemnification Payment as Adjus...	This smart field captures the partie...	Builtin	-	→
Tax Indemnification by Borrower (...	This smart field captures indemnifi...	Builtin	-	→
Borrower Indemnification of Lend...	This smart field captures provision...	Builtin	-	→
Indemnification — Bond Indenture...	This smart field captures indemnifi...	Builtin	-	→

Rows per page: 100 ▾   1–8 of 8   < >

> ✅ **Tip**
>
> Hovering over a provision type in the Available Provisions column raises explanatory text describing the provision.

When you find a provision to assign, click the right-arrow icon to copy it to the Mapped Provisions: Approval Indicator column.

13. For each table, select the table you will use from the **Search Table Provision** dropdown and then select either manual or automatic extraction.

> ℹ️ **Note**
>
> You can only map one CLM object per table mapping. You cannot map two tables with a common agreement line item in one mapping.

14. For each table, select Horizontal, Vertical or Auto Detect as the orientation. Vertical tables (default value) have headings in the top row, with values laid out in columns beneath. Horizontal tables place headings in the left column and lay out each heading's values in rows. If you do not know how tables are arranged, you can select Auto Detect, which engages AI to analyze the tables. This will slow down the extraction.
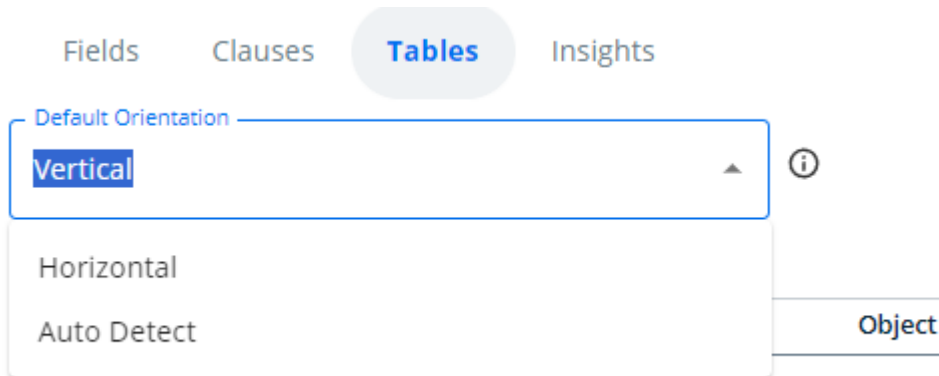
15. Click **DONE** to save the mapping.

To clone a worksheet in a data extraction map

1. Click the **Data Extraction Setup** tab in the left navigation bar to raise the Data Extraction Setup window.
2. Click the name of the map with the worksheet you want to clone.
3. Click the **Worksheets** tab.
4. Select the worksheet you want to clone from the Choose Worksheet dropdown menu.

5. Click **WORKSHEET ACTIONS** > **Clone**
6. Enter a name for the worksheet, select the target record type, and check the component you want to clone.
7. Click **SAVE**.

The cloned worksheet appears in the destination record type.

To edit a data extraction map

1. Click the **Data Extraction Setup** tab in the left navigation bar to raise the Data Extraction Setup window.
2. Find the name of the map you will edit.
3. To edit the name, description, or record type, click the Edit (pen) button.
4. To edit the provisions mapped to the named extraction, click the name hypertext in the **Name** column.
5. Edit the mapping as described in To set up a new data extraction map.

To delete a data extraction map

From the Data Extraction Setup window, either click the trash can button next to any single mapping or click the checkbox next to one or multiple rows and click the **DELETE** button.

Setting Up Insights

Conga's Insights feature uses artificial intelligence to assess contract risks. Each extracted provision can be measured against predefined standards to create a risk score, and this score used to assess and mitigate contract risks for legacy or acquisition contracts (with Conga contract lifecycle management tools) or for drafting fresh agreements using X-Author for Contracts. When a contract is extracted, the AI identifies predefined clauses and analyzes language for salient field values or clause language. Once it identifies a passage containing such a value or term, the AI assigns it a risk score based on a predefined threshold.

For example, an agreement may show a contract value of $1.5 million. On extraction, the AI first detects the passage identifying the total contract value. The AI then determines the stated value of the contract in this passage (a Total Contract Value field of $1,500,000) and compares it to a predefined risk threshold for total contract value. If the "high" risk threshold is set to $1,000,000, the user is warned that this contract carries a high risk. If so configured, the Insight feature may provide a suggestion for mitigating the risk, for example, to break the contract up into several lower-value agreements.

One might also assign risk based not on a field, but on the presence, absence, or nonconformity of a clause. For example, a contract may contain a jurisdiction clause that assigns the original contract to a state with an unfriendly legal climate. The jurisdiction clause setting may identify a set of jurisdictions with adverse legal rulings as high risk, other states as moderate risk (additional contract language may be needed), and other states/districts with friendly decisions as low risk.

Each risk assessment is tied to a risk level assignment that enables stacked ranking of risks.

To map Insights

1. Click **Data Extraction Setup** in the left navigation bar.
2. Click the name of the agreement type for which you are defining an insight to raise its Mapping window.
3. Click the **WORKSHEETS** tab.
4. Assuming all fields and clauses are mapped for this contract, click **Insights**. If provisions remain to be mapped, it is a best practice to complete this task before defining Insights.
5. Click the **New** button to map a new insight or click the pen icon on an existing definition you will edit.
6. Select the type of insight. Your choices are Risk and Question. Choosing Risk indicates you want the AI to assign information it finds AI to a predefined risk class. Selecting Question enables you to ask predefined questions for the AI to interpret, with the answer appearing in the reviewer's results. For example, "What is the total contract value?" or "Which state court has original jurisdiction?" might yield "$150000" or "Delaware" in the Answer field.
7. For a risk, Enter a name, assign a risk scale score, assign triggering criteria, enter guidance for mitigating the risk, and define the provision in which the insight is to be found. You can program the tool to identify a risk using a Boolean assessment of comparative logic operations. Each condition compares the extracted data to preconfigured values, and acts when any, all, or custom conditions are met. For custom conditions you can apply Boolean AND or OR tests of multiple conditions: `( 1 AND ( 2 OR 3 ) )`, e.g.
8. For a question, name the question in Question Title and enter a natural-language question in the Question field. You can also limit demands on the AI by selecting a provision from the Found in Provision field.

> ✅ **Tip**

> You can use natural language to select non-standard operations. For example, "One month after the contract goes into effect" or "Does not contain an indemnification clause."

9. Click **SAVE**.

To map Insights with generative AI

1. Follow the steps in To map Insights but activate the Gen AI toggle when prompted in the New Insight Mapping window.
2. Select the provision in which you expect to find the risk factor from the **Found in Provision** pull-down.
3. Rather than entering criteria, enter natural-language prompts in the **Identification Prompt** and **Mitigation Prompt** text fields. The identification prompt reports the risk factor to both the AI engine and the user when a risk is identified. The mitigation prompt is offered to the user receiving the warning as a strategy for remedying the problem provision.

4. Click **Save**.

Insight Definition Fields

Insight Name

Assign a brief name that will help you remember (and users understand) what the insight you are defining does.

Type of Insight

Risk and Question are the two available Insight types.

Risk Insight Options

Risk Scale

The risk scale provides a means of ranking risks. This scale is defined separately, and enables stack ranking at whatever granularity you have configured. For a given risk, you can identify its severity on the scale that you have defined.

Criteria

This setting provides the logic required to make the risk assessment work.

Take Action When: Set this to provide the logic that the insight needs to function. Remember that you are defining a single test, and that risk you are assessing must satisfy a single test with a single output. You can set this to Any Conditions Are Met, All Conditions Are Met, or Custom (This choice will be more obvious when you have populated the criteria below). If you have several criteria for an insight, these choices are match-all, match-any, or match according to the Boolean logic you filled in for Custom Logic. For example, `(1 OR 3) AND 2`.

+Add Criteria: Clicking this opens a new criterion for you to define and apply logic to.

Object: The choices here are Extracted Data and Agreement. Extracted data refers to the data the AI extracts from the document, such as field and clause information. Agreement refers to information about the agreement that can be determined by review of its metadata.

Field: If Extracted Data is selected in the Object field, Field identifies available active provisions (clauses and fields) for you to select. If Agreement is selected in the Object field, agreement fields (document metadata) become available for your selection.

Operator: This field offers a menu of context-sensitive logical operators that are pertinent to the selected Object and Field values. For example, a clause might offer "Natural Language" "Equals" and "Not Equals" as operators, while a numeric field might offer full access to "greater than," "less than," "greater than or equal to" and so forth. You can use these operators to group and implement logical tests and relationships to provide subtle, deep, highly specific searches to identify and rank risks.

Value: This field contains the alphabetic or numeric dimension against which, using the operator, the AI tests the extracted clause. For example, "60" (for Termination Notice days/Equal), "100,000" (for Limitation of Liability (premium)/Greater or Equal), or "California" (for Governing Law (Full Paragraph) (premium)/Natural Language).

Guidance

Use this field to enter instructions for the user to mitigate the risk. Explain contract risks succinctly and instruct the user how to lower the risk factor of high-risk clauses.

Found in Provision

This field identifies the provision to which you will direct the user's attention in the Guidance. Insights may use information from several provisions to identify a risk. In this field, enter the one provision in the contract that the end user must modify to mitigate the currently flagged risk.

Question Insight Options

Question

This is a text field where you enter the question you want answered. The purpose of these pre-prepared questions is to anticipate what users will ask and to have the answer already available to them.

You can edit and format these answers using Markdown:

Risks   **Questions**

Pupose   ⌄

Start and End Date
Found in: Effective Date (Fundamental)   ⌄

Term 2   ⌃

What is the Term of this agreement

✓   ✕

The term of the agreement is specified as follows:

1. **Initial Term**: Each service listed on the order form will begin on its respective commencement date and continue for the initial term specified in the table under the "Initial Term" section.
2. **Renewal Term**: After the initial term or the then-current renewal term, the term of the service will automatically renew for successive renewal terms as specified unless terminated in writing by

Found in Provision

If your question applies to a specific provision, select the provision from the dropdown menu. This step is optional.

Setting Up CLM Data Sync

Discovery AI on the Revenue Lifecycle Platform can interoperate with documents and data stored in Salesforce's cloud.

To set up CLM data sync with Salesforce, follow the instructions in Managing Data Sync.

> **ℹ Note**
>
> Owing to Salesforce limitations, you cannot reverse-sync tables extracted to Salesforce except for agreement line-item tables.

1. On Platform> Admin Console > Organization > External Integrations, click the **Conga API Connections** tab.
2. Click the **External Integrations** tab.
3. Select the identity provider and log in when prompted. Logging in populates the External ID field.
4. Enter the key type. You may also enter a description and email domain for the key. You may also activate the Default IDP toggle.
5. Click the **Conga API Connections** tab.
6. Click **Add API-to-API Connection**.
7. Select the external identifier you created in steps 3–4 and enter a client name. You may also enter a description. Click **Save and Generate Client Secret**.
8. A client ID and secret are returned.

   > **⚠ Caution**
   >
   > Copy and store these safely and securely. *You will not get a second chance to copy them.* If they are compromised, you may be at risk of service theft.
   > If you click Cancel, you will lose this data and you may not be able to re-establish a key using your identity.

9. Return to the Admin Console. Click **Data Sync**, then select **Settings** from the More (⋮) menu.
10. Set up the Salesforce, Platform, Email, and Custom Settings.
11. Go back to the Admin Console and set up provisions, fields, and data as described in this document.
12. Enable Reverse Sync for four objects and all of their fields
    a. Agreement
    b. Related Agreement
    c. Agreement Clause
    d. Agreement Insight

       > **ℹ Note**
       >
       > Enable reverse sync for all of this object's fields.

13. Exceptions:

a. Agreement > Contract Number field
b. AgreementClause > Version ID, DiffText
c. Agreement Insight > RatingIconPath

Defining Risks

The Risk Scale

You may configure a risk scale to stack-rank contract risks. The risk scale you set is dimensionless. You can set a risk scale with as few as four values up to thousands (there is no upper limit, but adding scale granularity negatively affects page load performance.) More risk values offer more stack ranking granularity at the cost of significance and ease of use. Risk rankings are not exclusive: you can assign the same risk ranking to multiple discrete provisions.

> ℹ️ **Note**
>
> It is a best practice to start with a ten-unit scale (1-4: low risk; 5-7: moderate risk; 8-10: high risk) as you become familiar with risk ranking. As you add provisions and gain confidence in your rankings, you can add risk score values as appropriate for your needs.

Individual Risk Scales

The individual risk scale is for assessing the risks attendant to every activated provision. When setting risk scales, assess and rank the risks associated with each provision as described in To set the risk scale, for each risk value (for high- and low-risk results at a minimum). You can rank each provision by risk or assign a coarse low/moderate/high value (1-2, 3-4, 5-6) to all provisions.

Total Risk Scales

While the individual risk scale ranks individual provisions' risks, the total risk scale scores the aggregate of individual risks in an agreement. The total risk scale is the sum of all individual risk scores associated with a document. Set this scale as described in To set the risk scale. Make sure the upper boundary is greater than or equal to the sum of all activated individual high risks, or do not set an upper total risk boundary.

To set the risk scale

1. Click **Define Risk Scale** in the left column to open the Define Risk Scale screen.
2. Select either Individual Risk Scales or Total Risk Scales.
3. Lower bounds start from 1. For the first scale, set the upper bound to 2 or more, set the risk level to Low Risk, Moderate Risk, or High Risk, and assign one of four risk icons to the risk level.
4. Set the next risk scale in the same fashion. The bottom bound of the scale is automatically set to the preceding risk level value, plus one. Two risk-level lines is the minimum permissible risk scale.
5. You may set as many risk level lines as you want, but there is no logical reason to set more than four lines (corresponding to the number of available risk icons).
6. Click **Save**.

Microsoft Sharepoint Integration

Discovery AI on the Revenue Lifecycle Platform can integrate with Microsoft Sharepoint so you can import files directly from your Sharepoint libraries.

To integrate with Microsoft Sharepoint

1. From the left navigation bar of the Conga Start window, select the app launcher icon (▦) and then pick **Admin Console**.
2. Click the AI icon (⚇) in the left nav bar to open the Discovery AI admin/management view.
3. Click **Document Delivery Integration**.
4. Under Actions, click **Connect**.
5. Login to your Microsoft Sharepoint account when prompted and follow the integration wizard steps.

Once your Microsoft Sharepoint account is connected, you can select **Disconnect** under Actions at any time to remove the integration.

Behaviors and Limitations

- Sorting is not available.
- An import request can only process one folder, one file, or one group of files.
- While viewing Sharepoint content, if multiple items are selected across pages, you can process only the selections on the current page.

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- If you select files then navigate into and out of folders to select more files, only the current selection (i.e., whatever the current folder contains) will process.
- Sharepoint displays all files regardless of type, so careful to select only the supported .doc, .docx, and .pdf file types.
- Search results only return files and not folders.

The Contract Intelligence Admin Home Page

The Discovery AI administrator accesses admin-only features through the Admin home page.
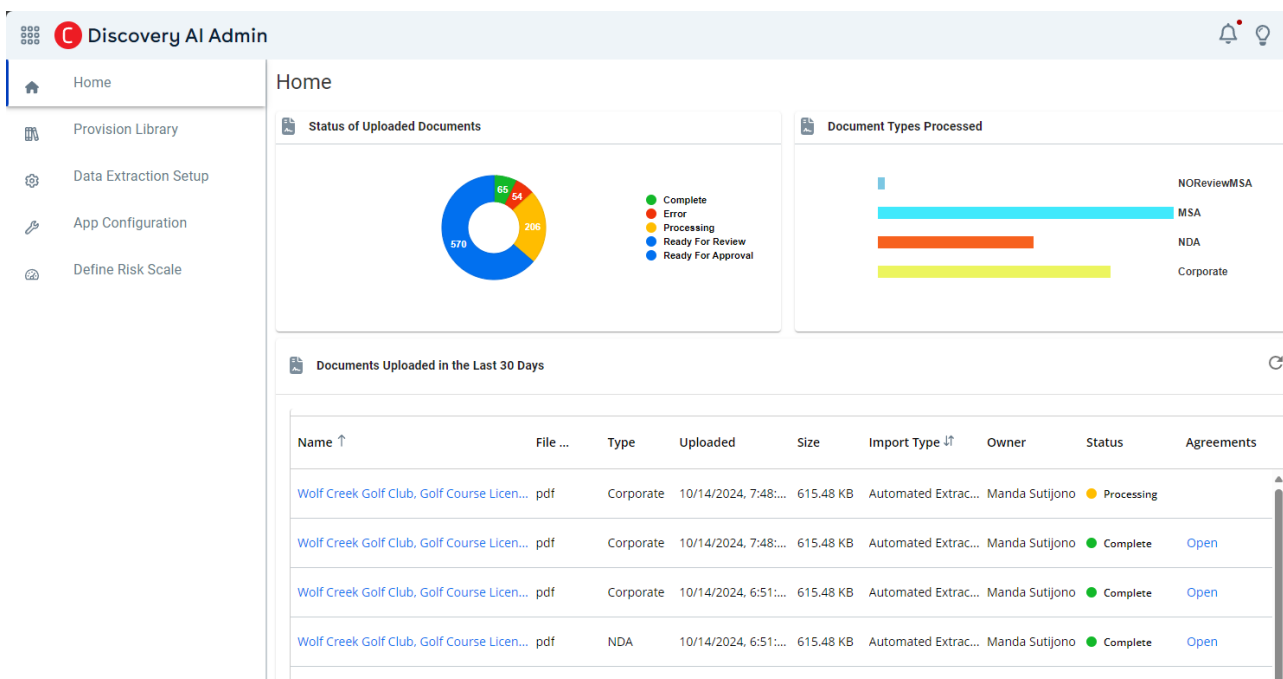
From here, you can review important operating parameters from the dashboard view, manage the Provision Library, set up data extraction, configure the application, and define the risk scale.

Before you can access the home page and dashboard, you must set up the application.

Dashboard

The dashboard provides several key performance indicators. Fields provided here for administrator review include:

- Total documents uploaded
- Status of uploaded documents

- Total documents processed
- Documents uploaded in the last 30 days

The sidebar contains links to:

- Admin Home (the dashboard)
- Provision Library
- Data Extraction Setup
- App Configuration
- Account Usage
- Define Risk Scale

Contact Support

If you experience an issue with a product and need help, you can contact Conga Support. Before you contact the support team, prepare a brief description of the problem you are experiencing. Additionally, to enable us to resolve your problem at the earliest, provide the following important information:

- What is the environment in which you are experiencing the problem: Sandbox or Production?
- How many users are affected?

Appendix A: Provision Library

Conga offers you the following well-defined provisions with applicability to specific contract types.

Name	Description	Field was trained on
40 Act Assignment	Captures restrictions on "Assignment" within the meaning of the U.S. Investment Advisers Act of 1940 or the U.S. Investment Company Act of 1940.	Investment adviser agreements and management agreements
Absence of Certain Changes Representation	Captures representations that no event has occurred that has had a material adverse effect (also referred to as "Conduct of Business" or "Ordinary Course"), typically since the date of the last audited financial statements of the business.	Share purchase agreements, asset purchase agreements and merger agreements

Name	Description	Field was trained on
Absence of Litigation	Captures the representation of each party that there is no actual or pending litigation against it that would affect the legality, validity or enforceability of the documents.	International Swaps and Derivatives Association agreements
Acceleration – Bond Indenture	Captures the circumstances under which the trustees and holders may declare the principal and accrued interest on all the corporate debt securities due and payable.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Accounting Changes Covenant	Captures covenants of a borrower not to make any changes to its accounting practices, change its fiscal year end or change its accounting reference date.	Credit, facility and loan agreements
Accounting of Disclosures of Protected Health Information	Captures the requirement for business associates to provide accounting of disclosures, pursuant to the Health Insurance Portability and Accountability Act (HIPAA).	Business associate agreements
Accounting Policies – LPA/ LLC	Captures information regarding the general accounting policies of a limited partnership or limited liability company, including the basis on which the books are to be kept (i.e., accrual vs. cash), the definition of "GAAP", and explicit discretion given to the general partner or manager to implement policies with respect to partnership or company accounting practices. It does not capture more specific references to accounting matters such as the requirement that particular partnership items (e.g., income) be computed in accordance with applicable GAAP.	Limited partnership agreements and LLC operating agreements
"Accounts" Definition	Captures the definition of "Accounts" or "Receivables" typically referenced in the borrowing base formula for asset based loans.	Credit and loan agreements

Name	Description	Field was trained on
"Accounts Receivable" Definition	Captures the definition of accounts receivable.	Share purchase agreements, asset purchase agreements and merger agreements
Accounts Receivable Representation	Captures representations that all accounts receivable of a party are valid obligations and not subject to counterclaims.	Share purchase agreements, asset purchase agreements and merger agreements
Accuracy of Representations Condition	Captures conditions of borrowing with respect to the accuracy of representations.	Commitment letters
Acknowledgement Address	Captures the acknowledgement address listed on the Uniform Commercial Code financing statement. Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms
"Acquisition Proposal" Definition	Captures the definition of "Acquisition Proposal".	Arrangement agreements and merger agreements
Additional Conditions for Transfer	Captures the conditions for a tenant to assign, sublease, encumber, or otherwise transfer a lease. Intended to be used with the "Landlord Consent to Transfer" and "Permitted Subletting and Transfers" smart fields.	United States and Canadian commercial leases
Additional Insured Coverage	Captures a party's obligation to add additional parties as insureds under insurance policies.	A variety of agreement types including service, intellectual property, supply, and distribution agreements

Name	Description	Field was trained on
Additional Rent	Captures the definition of "Additional Rent" and any express obligations of a tenant to pay amounts as "Additional Rent" under a lease. This smart field does not capture the definitions of "Operating Expenses", "Common Area Maintenance" or "Real Estate Taxes", or general payment obligations of a tenant.	Commercial leases
Additional Subsidiaries Covenant	Captures covenants of a borrower with respect to the acquisition or formation of additional subsidiaries.	Credit, facility and loan agreements
Additional Termination Events	Captures any negotiated "Additional Termination Events" that would allow a party to terminate the International Swaps and Derivatives Association master agreement early.	International Swaps and Derivatives Association agreements
Additional Termination Events — Change in Ownership	Captures additional termination events that are triggered by a change in control or a change in ownership of one or both parties.	International Swaps and Derivatives Association agreements
Additional Termination Events — Net Asset Value	Captures additional termination events that are triggered by a decline in the net asset value of one or both parties below a particular threshold.	International Swaps and Derivatives Association agreements
Additional Termination Events — Ratings Downgrade	Captures additional termination events resulting from a party's failure to maintain its credit rating with S&P, Moody's and/or Fitch at or above a certain specified threshold (typically investment grade).	International Swaps and Derivatives Association agreements

Name	Description	Field was trained on
Additional/ Future Guarantors Covenant — Bond Indenture	Captures the covenant requiring certain subsidiaries of the issuer to guarantee the debt issued pursuant to the indenture upon becoming guarantors of other specified debt. This smart field also captures the covenant requiring certain subsidiaries created subsequent to the issuance of the debt pursuant to the indenture to become guarantors.	High yield corporate debt security indentures governed by the laws of the United States and Canada
Address of Premises	Captures the address of the leased premises. It is recommended that this smart field be used together with the Description of Premises and Square Footage of Premises smart fields.	Commercial real estate leases from the United States and Canada, as well as some from England.
Addresses for Transfers	Captures the addresses to which the collateral transfers, interest payments, and distributions are to be delivered.	The Credit Support Annexes for International Swaps and Derivatives Association agreements
Administrative Agent Fees	Captures fees payable by the borrower to the administrative agent.	Credit, facility and loan agreements
Affected Lender Approval	Captures waivers, amendments and other actions requiring the consent of those lenders affected thereby (including the term and revolving lenders).	Credit, facility and loan agreements
"Affiliate" Definition	Captures the definition of "Affiliates", as often referred to in provisions dealing with assignment or change of control.	A variety of agreement types including service, supply, distribution, intellectual property, employment and purchase agreements
"Affiliate" Definition — Bond Indenture	Captures the definition of "Affiliate".	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada

Name	Description	Field was trained on
Affiliates — ISDA	Captures any modifications to the standard definition of "Affiliates".	International Swaps and Derivatives Association agreements
Affirmative Covenants	Captures the affirmative covenants of a borrower.	Commitment letters
Agent only Approval	Captures waivers, amendments and other actions requiring the consent of the agent alone (and not that of any lender).	Credit, facility and loan agreements
All or Substantially All Asset Transfer	Captures assignment and change of control provisions that include the phrase "all or substantially all", but does not capture representations or warranties that include that phrase.	A variety of agreement types including supply, distribution, intellectual property and management agreements
"All-In Yield" Definition	Captures the definition of "All-in Yield" or other terms defining the yield payable to lenders on loans.	Credit, facility and loan agreements
Allocation of Income/Loss — LPA/LLC	Captures the general allocations of income, gain, loss, etc. to the partners or members, including allocation provisions relating to particular classes of interests.	Limited partnership agreements and LLC operating agreements
Allocation/ Distribution on Transfer — LPA/ LLC	Captures the method for apportioning allocations and distributions between the transferor and transferee of an interest in a limited partnership or limited liability company.	Limited partnership agreements and LLC operating agreements
Alterations/ Improvements — Equipment Lease	Captures lessee's right, if any, to make alterations, modifications or improvements to the leased property.	Primarily on United States equipment and other non-real estate leases (including some aircraft leases)

Name	Description	Field was trained on
Alternative to Interest Amount	Captures any modifications to the standard provisions permitting parties to invest part of the cash collateral in other instruments rather than paying over an agreed interest return.	The Credit Support Annexes for International Swaps and Derivatives Association agreements
Alternative to Standard Dispute Resolution Process	Captures any modifications to the standard dispute resolution procedure.	The Credit Support Annexes for International Swaps and Derivatives Association agreements
Amendment	Captures the ways in which an agreement may be amended.	A variety of agreement types including service, supply, distribution, intellectual property, employment and purchase agreements
Amendment of Articles/Bylaws	Captures the granting of authority to amend corporate bylaws and articles.	Articles and bylaws from the United States, Canada, and England and Wales
Amendments to Protected Health Information	Captures the requirement for business associates to make available protected health information for amendments or incorporate amendments, pursuant to the Health Insurance Portability and Accountability Act (HIPAA).	Business associate agreements
Amortization	Captures the amortization of credit facilities.	Commitment letters
Anti-Corruption and Sanctions Covenant	Captures covenants of a borrower with respect to compliance with anti-money laundering, anti-terrorism and sanctions laws.	Credit, facility and loan agreements
Anti-Corruption Regulations Representation	Captures representations with respect to compliance with anti-corruption laws.	Credit, facility and loan agreements

Name	Description	Field was trained on
Anti-Corruption/ Anti-Money Laundering/Anti-Terrorism/ Sanctions Representation	Captures representations with respect to anti-money laundering, anti-corruption, sanctions, and similar rules and regulations.	Credit, facility and loan agreements
Anti-Layer Covenant – Bond Indenture	Captures the anti-layer covenant. This covenant prevents the issuer from incurring debt that is senior to the present debt being issued pursuant to the indenture other than specified, defined and contemplated senior debt. This smart field also captures the definition of "Senior Indebtedness", "Senior Subordinated Indebtedness" and similar definitions.	High yield corporate debt security indentures governed by the laws of the United States and Canada
Anti-Money Laundering Compliance	Captures a party's compliance with anti-money laundering legislation.	A variety of agreement types including service and supply agreements
Anti-Terrorism Law Compliance	Captures a party's compliance with anti-terrorism legislation.	A variety of agreement types including service and supply agreements
"Applicable Margin" Definition	Captures the definitions of "Applicable Margin", "Applicable Rate", "Margin" or similar terms defining the margin payable on a loan.	Credit, facility and loan agreements
Application of Money Collected/ Priorities – Bond Indenture	Captures the order in which the money collected by the trustee will be applied and distributed.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada

Name	Description	Field was trained on
Appointment of Authenticating Agent – Bond Indenture	Captures the appointment of an authenticating agent.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Appraisal Rights Condition	Captures closing conditions that limit the percentage of shareholders who have exercised their dissent or appraisal rights.	Share purchase agreements, asset purchase agreements and merger agreements
"Approved Fund"/"Related Fund" Definition	Captures the definitions of "Approved Fund" or "Related Fund".	Credit, facility and loan agreements
Arbitration	Captures arbitration provisions in an agreement.	A variety of agreement types including purchase, supply, distribution, intellectual property and management agreements
Arbitration (Lease)	Captures provisions in a lease which enable or require the parties to submit a dispute to arbitration. This smart field does not capture references to any other alternative dispute resolution methods.	Leases from the United States and Canada
Arbitration Rules	Captures the rules governing arbitration initiated pursuant to an agreement, such as the rules of the American Arbitration Association.	A variety of agreement types including purchase, supply, distribution, intellectual property and management agreements
Are there environmental indemnifications in the lease?	Answers whether there are any environmental indemnifications within the lease. This yes/no field does not interpret general indemnifications as being specific environmental indemnifications.	United States and Canadian leases
Arranger	Captures the name of the arranger.	Commitment letters

Name	Description	Field was trained on
"Asset Sale/ Disposition" Definition – Bond Indenture	Captures the definition of "Asset Sale/ Disposition" and similar terms.	High yield corporate debt security indentures governed by the laws of the United States and Canada
Asset Sales/ Disposition Covenant – Bond Indenture	Captures the covenant regarding the issuer's ability to sell and dispose of assets. Additionally, Captures the required application of asset sale proceeds, the requirements and procedures for issuers to repurchase the securities from excess proceeds, and the allowable amount of asset sale proceeds that the issuer may obtain without triggering this covenant. The smart field also captures the definition of "Asset Sale", "Asset Disposition" and similar definitions.	High yield corporate debt security indentures governed by the laws of the United States and Canada
Asset/Collateral Sale Waiver – Intercreditor Agreement	Captures the agreement by junior secured creditors not to object to any motion or order pursuant to Section 363 of the U.S. Bankruptcy Code (or other equivalent provision under applicable law) relating to a sale, liquidation, or disposition of assets/collateral in the course of a bankruptcy proceeding.	United States intercreditor agreements
Assignment	Captures all provisions governing assignment of an agreement, including necessary consents or notices (and exceptions therefrom) prior to an assignment. It also captures provisions relating to "all or substantially all" asset transfers.	A variety of agreement types including service, supply, distribution, intellectual property, employment, and purchase agreements
Assignment – Circumstances	Captures any circumstances in which a landlord may withhold consent to an assignment of a lease.	Commercial and residential real estate leases governed by the laws of England and Wales

Name	Description	Field was trained on
Assignment — Conditions	Captures any conditions a landlord may impose on a consent to assign a lease.	Commercial and residential real estate leases governed by the laws of England and Wales
Assignment — Equipment Lease	Captures lessor's and/or lessee's right, if any, to assign its interest in a lease.	Primarily on United States equipment and other non-real estate leases (including some aircraft leases)
Assignment — Permitted/ Prohibited	Captures whether assignment is permitted or prohibited under a lease and any qualifying covenant language, but excludes a tenant's ability to grant an assignee permission to assign.	Commercial and residential real estate leases governed by the laws of England and Wales
Assignment and Participation	Captures provisions dealing with assignment of or participation in credit facility debt.	Commitment letters
Assignment by Borrower/ Guarantor	Captures restrictions on the ability of the borrower or guarantor to assign the agreement.	Credit, facility and loan agreements
Assignment by Operation of Law	Captures assignment provisions that include the phrase "by operation of law".	A variety of agreement types including service, supply, distribution, intellectual property, employment and purchase agreements
Assignment Minimum Amounts	Captures the minimum amount required for any assignment or participation between lenders.	Credit, facility and loan agreements
Assignment Transfer Fees	Captures any transfer fees payable to the agent in connection with the assignment or transfer of a loan.	Credit, facility and loan agreements

Name	Description	Field was trained on
Assignment/ Participation Confidentiality	Captures permissions for disclosure of confidential information to prospective assignees or participants.	Credit, facility and loan agreements
Assistance with Data Subject Requests	Captures the obligation of a party to assist with data subject requests under data protection laws.	Data protection addenda
"Assumed Obligations/ Liabilities" Definition	Captures the definition of the liabilities or obligations that will be assumed by the purchaser in connection with the transaction.	Share purchase agreements, asset purchase agreements and merger agreements
Attorney In Fact	Captures language which grants a party to a lease the right to execute a document or take another action in the name of, or on behalf of, another party as its attorney-in-fact or agent.	Leases from the United States and Canada
Attorney-Client Privilege Carveout	Captures the contractual carveout (i) specifying that the seller, and not the target company, will control communications protected by attorney-client privilege following the consummation of the transaction and (ii) preventing certain aspects of such attorney-client privilege, such as communications relating to the negotiation of the transaction, from being transferred to the purchaser or surviving corporation.	Share purchase agreements, asset purchase agreements and merger agreements
Attornment	Captures acknowledgment by a tenant that it will recognize any new owner of the property as its landlord, whether the new owner acquires the property through a regular sale, foreclosure or otherwise.	Commercial leases
"Attributable Debt" Definition — Bond Indenture	Captures the definition of "Attributable Debt".	High yield corporate debt security indentures governed by the laws of the United States and Canada

Name	Description	Field was trained on
At-Will Employment	Captures the right of an employer to terminate an employee at any time, for any reason and without notice in accordance with applicable laws.	Executive employment agreements
Audit & Inspection – Franchise	Captures audit and inspection provisions within a franchise agreement.	Franchise agreements
Audit Right	Captures a party's right to audit certain information of another party.	A variety of agreement types including service, supply, distribution, intellectual property, employment and purchase agreements
Authority to Contractually Bind Corporation	Captures who in the corporation has authority to execute contracts with third parties.	Articles and bylaws from the United States, Canada, and England and Wales
Authority to Issue Preferred Shares	Captures the right of authority to issue and set the preferences and restrictions of preferred shares.	Articles and bylaws from the United States, Canada, and England and Wales
Authorization Representation	Captures representations that a party has the capacity, authority and power to enter into the agreement, and that the agreement constitutes a legally binding obligation.	Share purchase agreements, asset purchase agreements and merger agreements
Authorized Capital	Captures the number, class type, and value of share authorized by a corporation. This smart field does not capture whether or what proportion of the authorized capital has been issued or are outstanding.	Articles and bylaws from the United States, Canada, and England and Wales
"Authorized User" Definition	Captures the definition of "Authorized User" and other similar terms.	Software as a service agreements

Name	Description	Field was trained on
"Automatic Early Termination" Definition	Captures any modifications to the standard definition of "Automatic Early Termination".	International Swaps and Derivatives Association agreements
Automatic Renewal	Captures any automatic renewal or extension provisions, including successive renewals or extensions when no actions are taken by the parties.	A variety of agreement types including service, supply, distribution, intellectual property and employment agreements
Automobile Liability and Workers' Compensation Insurance	Captures a party's obligation to obtain automobile liability, workers' compensation, casualty, and employers' liability insurance, but does not include insurance-related indemnity obligations.	A variety of agreement types including service, intellectual property, supply, and distribution agreements
Availability	Captures the availability of credit facilities.	Commitment letters
"Available Amount" Definition	Captures the definitions of "Available Amount", "Cumulative Credit" and other baskets relevant in the context of asset based loans.	Credit and loan agreements
Award Type (ISO/NSO)	Captures language relating to whether the employee stock option is an incentive stock option or a non-qualified stock option.	Option agreements
Background Checks	This smart fields captures the requirement of an employee to submit to a background check. It also captures any requirement that an employee submit to medical examinations in connection with obtaining insurance or a claim of disability.	Executive employment agreements
Bail-In Clause	Captures the standard provision for acknowledgment and consent to bail-in of EEA financial institutions.	Credit, facility and loan agreements

Name	Description	Field was trained on
Bankruptcy	Captures the consequences of a bankruptcy of a party to the agreement.	A variety of agreement types including service, supply, distribution, intellectual property, employment and purchase agreements
Base Currency	Captures the common currency into which the values of collateral and the exposure are converted for valuation purposes.	The Credit Support Annexes for International Swaps and Derivatives Association agreements
"Base Rate" Definition	Captures the definitions of any base rates applicable to a loan, including prime rates, LIBOR rates, eurodollar rates, screen rates, interpolated rates and federal funds rates.	Credit, facility and loan agreements
Base Rent	Captures the rates charged for base rent throughout the term of a lease, including rent steps, extension rent, and percentage rent.	United States and Canadian commercial leases
Base Salary	Captures an employee's base salary.	Executive employment agreements
Base/Principal Rent (England)	Captures the main or principal rents charged throughout the term of a lease.	Commercial and residential real estate leases governed by the laws of England and Wales
"Bill of Sale" Definition	Captures the definition of a bill of sale.	Underwriting agreements and purchase agreements
Billing Address	Captures the address for delivery of invoices.	A variety of agreement types including service, intellectual property, supply and distribution agreements

Name	Description	Field was trained on
Binding Obligation Representation	Captures representations that the agreement, once executed and delivered, constitutes a legal and binding obligation of a loan party/obligor.	Credit, facility and loan agreements
Board Reaffirmation of Recommendation	Captures a target board's covenant to reaffirm its recommendation of the transaction. It also captures language relating to the target board's failure to reaffirm its recommendation.	Arrangement agreements and merger agreements
Board/Manager Selection	Captures the composition of a board of directors and the procedures by which board members are elected or appointed.	Shareholders' agreements
Board's Right to Fill Vacancies	Captures the rights or obligations of directors to fill newly created vacancies resulting from either an increase in the number of directorships or from the resignation or removal of a director.	Articles and bylaws from the United States, Canada, and England and Wales
Bonus/ Commission	Captures an employee's entitlement to a bonus or commission (except for a signing bonus, which is captured under a separate smart field).	Executive employment agreements
Books, Records and Inspection Covenant	Captures covenants of a borrower to maintain its books and records and to grant any related access, audit or inspection rights.	Credit, facility and loan agreements
Borrower	Captures the name of the borrower.	Commitment letters
Borrower Indemnification of Lender	Captures provisions whereby a borrower or guarantor indemnifies a lender or agent (except tax indemnification obligations, which are captured under a separate smart field).	Credit, facility and loan agreements
"Borrowing Base" Definition	Captures the definition of "Borrowing Base" used for asset based loans.	Credit and loan agreements
Borrowing Base Reporting	Captures the obligation of a borrower to deliver borrowing base certificates and related engineering and reserve reports.	Credit and loan agreements

Name	Description	Field was trained on
Branches – Party A	Captures whether or not Party A is a "Multibranch" party.	International Swaps and Derivatives Association agreements
Branches – Party B	Captures whether or not Party B is a "Multibranch" party.	International Swaps and Derivatives Association agreements
Break Provision – Break Conditions	Captures any conditions to a right to break a lease.	Commercial and residential real estate leases governed by the laws of England and Wales
Break Provision – Date/Notice/ Conditions	This smart field is a broad break provision that captures break date, break notice and break conditions.	Commercial and residential real estate leases governed by the laws of England and Wales
Break Provision – Notice	Captures the notice required for the break of a lease to be exercised.	Commercial and residential real estate leases governed by the laws of England and Wales
Bring-Down of Representations and Warranties	Captures requirements that representations and warranties given by a party upon execution of an agreement be true at the closing of a transaction.	Share purchase agreements, asset purchase agreements and merger agreements
Brokers Representation	Captures representations that no broker is entitled to any commission in connection with a transaction.	Share purchase agreements, asset purchase agreements and merger agreements
Burdensome/ Restrictive Agreements Covenant	Captures covenants of a borrower not to enter into any burdensome agreements or agreements restricting particular actions.	Credit, facility and loan agreements

Name	Description	Field was trained on
Business Continuity	Captures provisions with respect to business continuity during an interruption or a dispute.	A variety of agreement types including service, intellectual property, supply and distribution agreements
"Business Day" Definition	Captures the definition of a business day.	Purchase agreements
"Business" Definition	Captures the definition of the business.	Underwriting agreements and purchase agreements
Business/Purpose — LPA/LLC	Captures the stated business or purpose of the limited partnership or limited liability company.	Limited partnership agreements and LLC operating agreements
Buyer Match Right	Captures a purchaser's right to negotiate the terms of its offer with the target's board of directors prior to such board making any change of recommendation (or otherwise terminating the agreement with the purchaser) pursuant to a superior proposal or intervening event.	Arrangement agreements and merger agreements
Calculation Agent	Captures the identity of the "Calculation Agent".	International Swaps and Derivatives Association agreements
Calculation of Value	Captures whether "S&P", "Moody's", or "Fitch" trigger values are added for the purposes of calculating value.	The Credit Support Annexes for International Swaps and Derivatives Association agreements, but was not trained on the 2016 Credit Support Annexes
Can a financial covenant breach be cured by an equity cure?	Answers whether the borrower has rights to cure a breach of the financial covenants with an equity injection (yes/no field.)	Credit, facility, and loan agreements

Name	Description	Field was trained on
Capital Account – LPA/LLC	Captures provisions relating to the establishment and maintenance of capital accounts for partners or members, including, in the case of U.S. limited partnerships or limited liability companies, the requirement that such accounts be maintained in accordance with the applicable regulations under section 704 of the U.S. Internal Revenue Code. It also captures provisions relating to the establishment of a current account, if any, for each partner/member.	Limited partnership agreements and LLC operating agreements
"Capital Stock" Definition – Bond Indenture	Captures the definitions of "Capital Stock", "Equity Interest", "Equity Securities" and similar terms.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Capitalization Representation	Captures representations with respect to capitalization of a party or its subsidiaries (also referred to as "Capital Structure").	Share purchase agreements, asset purchase agreements and merger agreements
Cash Dominion Period	Captures the cash dominion period for asset-based loan agreements.	Credit, facility and loan agreements
Cash Dominion Period Trigger	Captures the trigger event for cash dominion periods for asset-based loan agreements.	Credit, facility and loan agreements
"Cash Equivalents" Definition	Captures the definitions of "Cash Equivalents" or "Cash Equivalent Investments" as typically referenced in a borrower's covenants.	Credit, facility and loan agreements

Name	Description	Field was trained on
Cashless Exercise	Captures whether the option holder may exercise his/her stock option using a cashless exercise. Cashless exercise is a method of payment whereby the option holder delivers instructions to a broker providing for the assignment to the grantor of the proceeds of a sale or loan with respect to the shares acquired upon exercise of the stock option.	Option agreements
Casualty	Captures a tenant's rights and a landlord's obligations in the event that all or part of leased premises is rendered unusable by reason of casualty or damage, including fire or flood (also referred to as "Damage or Destruction").	Commercial leases
"Cause" Definition	Captures the definition of "Cause" in employment agreements.	Executive employment and option agreements
Certificate of Insurance	Captures a party's obligation to provide a certificate of insurance, as well as notice requirements for cancellation or changes to insurance policies.	A variety of agreement types including service, intellectual property, supply, and distribution agreements
Change Control/ Change Management	Captures provisions with respect to the process for managing changes to the products or services provided under an agreement, including pricing changes, but excludes amendments to an agreement, which is covered by another smart field.	A variety of agreement types including service, intellectual property, supply and distribution agreements
Change in Law	Captures all provisions relating to any changes in law that occur after the execution of the agreement.	A variety of agreement types including service, intellectual property, supply and distribution agreements

Name	Description	Field was trained on
"Change in Law" Definition	Captures the definition of "Change in Law" or references to similar concepts in the context of increased costs.	Credit, facility and loan agreements
Change of Business Covenant	Captures covenants of a borrower not to make a substantial change in the nature of its business nor to engage in any business other than the business carried on by it when the agreement was entered into.	Credit, facility and loan agreements
Change of Control	Captures the consequences of changes in ownership or management of a party to an agreement (but does not capture provisions applicable to "direct or indirect" assignments).	A variety of agreement types including service, supply, distribution, intellectual property and employment agreements
Change of Control – Commitment Letter	Captures change of control provisions in commitment letters.	Commitment letters
Change of Control – Credit Agreement	Captures mandatory prepayments and events of default triggered by a change of control. This smart field does not capture covenants not to make divestitures or to undergo fundamental changes (as these concepts can be captured with separate smart fields).	Credit, facility and loan agreements
Change of Control – Employment Agreement	Captures change of control provisions in employment agreements.	Executive employment agreements
Change of Control – Lease	Captures lease restrictions on changes in control of or transfers of interests in a tenant.	United States and Canadian commercial leases

Name	Description	Field was trained on
"Change of Control" Definition – Bond Indenture	Captures the definition of "Change of Control".	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
"Change of Control" Definition—Credit Agreement	Captures the definition of "Change of Control".	Credit, facility and loan agreements
"Change of Control" Definition— Option Agreements	Captures the definition of "Change of Control" in option-related agreements.	Option agreements
Change of Control Put Right —Bond Indenture	Captures the issuer's requirement to offer to repurchase the debt securities upon a specified change of control as provided for in the indenture. Additionally, Captures the mechanism for making such change of control offer. This smart field also captures the definition of "Change of Control", "Permitted Holders' and similar definitions.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Changes in Permission	Captures provisions relating to the covered entity's obligation to notify the business associate of changes in, or the revocation of, permission by an individual to use or disclose protected health information.	Business associate agreements
Children's Privacy	Captures affirmative disclosures regarding privacy rights of children, as required by the California Consumer Privacy Act ("CCPA") and the Children's Online Privacy Protection Act ("COPPA").	Various privacy policies and notices both before and after enactment of the CCPA.

Name	Description	Field was trained on
"Closing Date" Definition	Captures the definition of the closing date of the transaction.	Underwriting agreements and purchase agreements
"Closing" Definition	Captures the definition of the closing of the transaction.	Share purchase agreements, asset purchase agreements and merger agreements
Collateral Account	Captures the circumstances in which the secured party or custodian must maintain a segregated account for holding collateral.	The Credit Support Annexes for International Swaps and Derivatives Association agreements, but was not trained on the 2016 Credit Support Annexes
Collateral Description	Captures the description of the collateral listed on the Uniform Commercial Code financing statement.	Standard UCC-1 forms. Redactions or poor font quality may impact the accuracy of this smart field.
"Collateral Documents"/"Security Documents" Definition	Captures the list of documents that must be provided in connection with a grant of a security interest in collateral.	Credit, facility and loan agreements
Collateral Representation	Captures representations that the security documents are effective and create valid and enforceable security interests in the collateral.	Credit, facility and loan agreements
"Collateral"/"Transaction Security" Definition	Captures the definitions of "Collateral" or "Transaction Security" provided in connection with a secured loan.	Credit, facility and loan agreements

Name	Description	Field was trained on
Collection of Indebtedness and Suits for Enforcement by Trustee—Bond Indenture	Captures how and when indebtedness will be collected in the event of a default, and the circumstances under which the trustee may bring a collection suit.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
COMI (Center of Main Interest)	Captures both representations and covenants with respect to the center of main interest of loan parties/obligors.	Credit, facility and loan agreements
Commencement Date	Captures the date on which a lease term commences. It is recommended that Commencement Date (Short Form) and Commencement Date (Long Form) be used for better results.	Commercial leases
Commencement Date (Long Form)	This smart field, when used in conjunction with the "Commencement Date (Short Form)" smart field, will capture the date upon which a lease term commences. Commencement Date (Long Form) and Commencement Date (Short Form) should be used together.	Leases from the United States and Canada
Commencement Date (Short Form)	This smart field, when used in conjunction with the "Commencement Date (Long Form)" smart field, will capture the date upon which a lease term commences. Commencement Date (Short Form) and Commencement Date (Long Form) should be used together.	Leases from the United States and Canada
Commercial General Liability Insurance	Captures a party's obligation to obtain commercial general liability, product liability, and property insurance, but does not include insurance-related indemnity obligations.	A variety of agreement types including service, intellectual property, supply, and distribution agreements
Commitment Fees	Captures commitment fees payable in connection with credit facilities.	Commitment letters

Name	Description	Field was trained on
Commitment Fees—Credit Agreement	Captures fees payable by the borrower on the unused portion of a term or revolving loan.	Credit, facility and loan agreements
Committees (Broad)	Captures delegation of responsibilities to committees, and includes language relating to committee functions and operative procedures. This smart field does not capture committee creation for liquidation events.	Articles and bylaws from the United States, Canada, and England and Wales
Common Area Maintenance	Captures a tenant's obligations with respect to the maintenance of common areas of a building.	Commercial leases
Compliance Certificate Covenant—Bond Indenture	Captures the covenant requiring the issuer to file, within a certain time period after each fiscal year, a certificate with the indenture trustee as to compliance with the provisions of the indenture.	Investment grade and high yield corporate debt security indentures, as applicable, governed by the laws of the United States and Canada
Compliance with 409A	Captures an employer's compliance with Section 409A of the U.S. Internal Revenue Code.	Employment agreements
Compliance with Law	Captures obligations of the parties to comply with laws, as well as related definitions.	A variety of agreement types including service, intellectual property, supply and distribution agreements
Compliance with Law Representation—Credit Agreement	Captures representations that each loan party/obligor and its business is compliant with all and not in violation of applicable laws. Captures only the general representation with respect to compliance with laws and does not capture any representations that deal with the compliance with specific laws such as environmental laws or labor laws.	Credit, facility and loan agreements

Name	Description	Field was trained on
Compliance with Laws and Permits Representation	Captures representations that a party has conducted its business in compliance with all applicable laws and has all necessary government permits (also referred to as "Regulatory Matters").	Share purchase agreements, asset purchase agreements and merger agreements
Compliance with Laws Covenant	Captures covenants of a borrower to comply with applicable laws and regulations.	Credit, facility and loan agreements
Condemnation/ Eminent Domain	Captures the consequences of leased premises becoming condemned or being appropriated by a public authority.	Commercial leases
Conditions Precedent—CSA	Captures which termination events will be designated as "Specified Conditions" for the purposes of the conditions precedent to the exercise of the secured party's rights and remedies.	The Credit Support Annexes for International Swaps and Derivatives Association agreements
Conditions Precedent— Incremental Facility	Captures the conditions precedent that must be fulfilled before incremental facilities / increases in commitment are effective. This smart field has not been trained to capture similar provisions regarding refinance / replacement facilities, incremental notes, or incremental equivalent debt. It is recommended that this smart field be used together with the other Incremental Facility smart fields.	Credit, facility, and loan agreements
Conduct of Business in the Ordinary Course Covenant	Captures the covenant of a target (and, if applicable, a purchaser) to operate its business only in the ordinary course between signing of the purchase agreement and closing of the transaction.	Share purchase agreements, asset purchase agreements, arrangement agreements and merger agreements

Name	Description	Field was trained on
"Confidential Information" Definition	Captures the definition of "Confidential Information".	A variety of agreement types including franchise, service, intellectual property, supply, distribution and non-disclosure agreements
"Confidential Information" Definition—Exceptions—Becomes Known by Disclosure Not in Breach	Captures exceptions to the definition of "Confidential Information" for information learned through a third party source who is not in breach of any confidentiality obligations.	Non-disclosure agreements
"Confidential Information" Definition—Exceptions—Independently Developed	Captures exceptions to the definition of "Confidential Information" for information that was independently developed by the recipient.	Non-disclosure agreements
"Confidential Information" Definition—Exceptions—Known Prior to Agreement	Captures exceptions to the definition of "Confidential Information" for information that was known prior to the entering into of the agreement.	Non-disclosure agreements
"Confidential Information" Definition—Exceptions—Public Information	Captures exceptions to the definition of "Confidential Information" for information available to the public.	Non-disclosure agreements

Name	Description	Field was trained on
Confidentiality	Captures the confidentiality obligations of parties to an agreement.	A variety of agreement types including service, supply, distribution, intellectual property, employment, purchase, and franchise agreements
Conflict of Interest	Captures language concerning director conflicts of interest, including procedures for managing conflicts, obligations of interested director, validity of corporate actions taken with interested director, and waiver (or non-waiver) of the corporate opportunity doctrine.	Articles and bylaws from the United States, Canada, and England and Wales
Consent to Recording	Captures whether the parties consent to the recording of conversations between them.	International Swaps and Derivatives Association agreements
Consent to Substitution	Captures whether the pledgor is required to obtain the secured party's consent before any substitution of collateral.	The Credit Support Annexes for International Swaps and Derivatives Association agreements, and applies only to those governed by New York law
Consents, Approvals, No Violations/ Conflicts Representation	Captures representations that the execution and delivery of the agreement will not conflict with a party's organizational documents or other documents to which it is a party, unless consents have been obtained.	Share purchase agreements, asset purchase agreements and merger agreements
Consideration/ Exchange Ratio Adjustment	Captures language addressing the adjustment of the exchange ratio and/or the merger consideration to account for dividends, splits, issuances, reorganizations, etc. It applies primarily to share and mixed consideration deals.	Arrangement agreements and merger agreements

Name	Description	Field was trained on
Consignments and Other Property Arrangements	Captures language in a commercial agreement describing an arrangement where one party has possession of certain goods or other property, but title to such goods or property remains with the other party. In particular, it captures language stating whether goods are being provided by one party to another on a consignment basis.	Service, supply, distribution, and intellectual property agreements
"Consolidated Fixed Charges Coverage Ratio"—Bond Indenture	Captures the definition of "Consolidated Fixed Charges Coverage Ratio" and similar terms. This smart field was trained to capture only the fixed charges coverage ratio and not other types of financial ratios.	High yield corporate debt security indentures governed by the laws of the United States and Canada
"Consolidated Fixed Charges" Definition—Bond Indenture	Captures the definition of "Consolidated Fixed Charges" and similar terms.	High yield corporate debt security indentures governed by the laws of the United States and Canada
"Consolidated Net Income" Definition—Bond Indenture	Captures the definitions of "Consolidated Net Income", "Consolidated Adjusted Net Income (Loss)", "Adjusted Consolidated Net Income" and similar terms.	High yield corporate debt security indentures governed by the laws of the United States and Canada
Consummation of the Acquisition/ Merger Condition	Captures conditions of borrowing with respect to the closing of concurrent transactions.	Commitment letters
Consummation of the Acquisition/ Merger Condition —Credit Agreement	Captures conditions of borrowing with respect to the consummation of the transaction associated with the loan.	Credit, facility and loan agreements

Name	Description	Field was trained on
Continuing Obligations (Holdover)—Equipment Lease	Captures lessee's obligation to continue paying rent should lessee fail to return the leased property when required (or in the condition required) under the terms of a lease. It also captures circumstances in which lessee's obligations under the lease may continue automatically unless lessee notifies lessor of its intent to terminate the lease.	Primarily on United States equipment and other non-real estate leases (including some aircraft leases)
Contracts Representation	Captures representations with respect to a party's contracts (also referred to as "Material Contracts" or "Commitments").	Share purchase agreements, asset purchase agreements and merger agreements
Control by Majority—Bond Indenture	Captures instances where the holders of a majority of the principal amount of outstanding corporate debt securities may direct the time, method and place for proceedings related to remedies available to the trustee.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
"Control" Definition	Captures the definition of "Control", as often referred to in provisions dealing with change of control or the definition of "Affiliates".	A variety of agreement types including service, supply, distribution, intellectual property, employment and purchase agreements
"Controller" Definition	Captures the definition of a "Controller" in the context of data protection.	Data protection addenda
Controlling Agreement/Conflict Resolution	Captures provisions that specify which of one or more agreements will govern in the event of a conflict between them.	A variety of agreement types including service, supply, distribution and credit agreements

Name	Description	Field was trained on
Corporate Existence Covenant—Bond Indenture	Captures the covenant of the issuer to preserve and keep in full force and effect its corporate existence.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Corporate Organization and Qualification Representation	Captures representations that a party is organized and in good standing, is qualified to carry on its business, and that true and complete copies of its books and records have been given to the other party.	Share purchase agreements, asset purchase agreements and merger agreements
Corporate Status/ Organization Representation— Credit Agreement	Captures representations that a loan party/ obligor is duly organized, validly existing and in good standing under applicable law, and that it has the legal capacity to conduct its affairs.	Credit, facility and loan agreements
Corporate Trustee Required and Eligibility— Bond Indenture	Captures the requirement that the indenture have a corporate trustee, and describes related eligibility and disqualification requirements.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Costs and Expenses	Captures the requirement that the borrower pay costs and expenses associated with the loan transaction.	Credit, facility and loan agreements
Costs of Transfer	Captures the responsibility of a party to pay all costs and other taxes involved with the transfer of the eligible credit support.	The Credit Support Annexes for International Swaps and Derivatives Association agreements, but was not trained on the 2016 Credit Support Annexes
Counterparts	Captures provisions in agreements that provide for execution in any number of counterparts.	Supply agreements and distribution agreements

Name	Description	Field was trained on
Counterparty Specified Entity	Captures whether each party is a "Specified Entity" for the purposes of certain events of default and termination events.	International Swaps and Derivatives Association agreements
Covenant Compliance Condition	Captures the closing condition that a party has complied with all covenants or obligations under the agreement.	Share purchase agreements, asset purchase agreements and merger agreements
Covenant Defeasance—Bond Indenture	Captures the covenant defeasance requirements that, if satisfied, relieve the issuer's obligation to comply with the substantive covenants contained in the indenture.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Covenant Suspension/Fall Away—Bond Indenture	Captures the circumstances in which the enforcement of specified covenants will be suspended or terminated.	High yield corporate debt security indentures governed by the laws of the United States and Canada
"Coverage Ratio"/"Interest Cover" Definition	Captures definitions of ratios measuring the proportion of earnings to interest expenses.	Credit, facility and loan agreements
Covered Transactions	Captures the scope of transactions to which a 2016 Credit Support Annex applies.	2016 Credit Support Annexes for International Swaps and Derivatives Association agreements only
"Credit Agreement"/"Credit Facility" Definition—Bond Indenture	Captures the definitions of "Credit Agreement", "Credit Facility" and similar terms.	High yield corporate debt security indentures governed by the laws of the United States and Canada

Name	Description	Field was trained on
Credit and Corporate Documentation Condition	Captures conditions of borrowing with respect to credit and corporate documentation.	Commitment letters
Credit Event Merger—Party A	Captures whether or not the "Credit Event Upon Merger" provisions will apply to Party A.	International Swaps and Derivatives Association agreements
Credit Event Merger—Party B	Captures whether or not the "Credit Event Upon Merger" provisions will apply to Party B.	International Swaps and Derivatives Association agreements
Credit Event Upon Merger	Captures whether the "Credit Event Upon Merger" provisions apply to either of the parties.	International Swaps and Derivatives Association agreements
Credit Facility Basket—Bond Indenture	Captures the issuer's ability to incur additional indebtedness pursuant to credit facilities without triggering the limitation on additional debt covenant.	High yield corporate debt security indentures governed by the laws of the United States and Canada
Credit Facility Sizes	Captures the amount of credit facilities, including term, revolving, bridge, swingline, letter of credit or incremental facilities.	Commitment letters
Credit Support Amount	Captures the calculation of the credit support amount and whether the "S&P", "Moody's" or "Fitch" trigger values apply.	Credit Support Annexes for International Swaps and Derivatives Association agreements, but was not trained on the 2016 Credit Support Annexes
Credit Support Document	Captures which documents will constitute "Credit Support Documents" under the agreement.	International Swaps and Derivatives Association agreements

Name	Description	Field was trained on
Credit Support Eligibility Condition	Captures whether the parties have agreed to include any conditions that must be satisfied for collateral to qualify as Eligible Credit Support.	2016 Credit Support Annexes for International Swaps and Derivatives Association agreements only
Credit Support Offsets	Captures whether the parties have agreed to offset transfers of collateral under a 2016 Credit Support Annex against transfers of collateral under any Credit Support Annex(es) designated under "Other CSA".	2016 Credit Support Annexes for International Swaps and Derivatives Association agreements only
Credit Support Provider	Captures disclosure or applicability of each party's issuers of credit support, such as a guarantor.	International Swaps and Derivatives Association agreements
Cross Default	Captures whether defaults under other agreements between the parties can lead to a default under the International Swaps and Derivatives Association master agreement, and the timing of when this event of default can be triggered.	International Swaps and Derivatives Association agreements
Cross Default and Thresholds	Captures the definitions of "Cross Default", "Specified Indebtedness", "Shareholder's Equity", "Credit Agreement" and "Threshold".	International Swaps and Derivatives Association agreements
Cross Default Carve-out for Administrative Error	Captures carve-out language which excludes payment delays caused by operational and/or administrative error from triggering an event of default, provided such delay is remedied within a certain period of time.	International Swaps and Derivatives Association agreements
Cross-Default— Equipment Lease	Captures a default by lessee that is triggered by a default under another agreement.	Primarily on United States equipment and other non-real estate leases (including some aircraft leases)

Name	Description	Field was trained on
Curative Allocations	Captures the right of the general partner or manager to make offsetting allocations of income, gain, loss or deduction in respect of certain special/regulatory allocations otherwise allocated to the capital accounts of particular partners or members for the purposes of complying with certain requirements of the regulations under section 704 of the U.S. Internal Revenue Code.	Limited partnership agreements and LLC operating agreements
Cure Period— Commercial Agreement	Captures specific cure periods for common defaults, including grace periods for non-payment, dismissal of insolvency proceedings, vacating/setting aside judgments, etc.	Service, supply, distribution, and intellectual property agreements
Cure Period— Credit Agreement	Captures specific cure periods for common borrower defaults, including grace periods for non-payment, dismissal of insolvency proceedings, vacating/setting aside judgments, etc.	Credit, facility, and loan agreements
Cure Period— Equipment Lease	Captures specific cure periods for common lessee defaults, including grace periods for non-payment, dismissal of insolvency proceedings, vacating/setting aside judgments, etc.	Primarily on United States equipment and other non-real estate leases (including some aircraft leases)
Currency	Captures the currency of payment under an agreement, but does not capture stand-alone currency symbols.	A variety of agreement types including service, intellectual property, supply and distribution agreements
"Currency" Definition	Captures the definitions of "Currency", "Optional Currency" and any specific currencies that are defined in the agreement.	Credit, facility and loan agreements
Customer Feedback	Captures provisions relating to customer feedback regarding the services.	Software as a service agreements

Name	Description	Field was trained on
Customers and Suppliers Representation	Captures representations with respect to a party's customers and suppliers.	Share purchase agreements, asset purchase agreements and merger agreements
Customs and Tariffs	Captures which party is responsible for payment of customs and tariffs under an agreement, as well as any references to customs and tariffs.	A variety of agreement types including service, intellectual property, supply and distribution agreements
"Data" Definition	Captures the definition of "Data" and similar terms.	General commercial agreements like license and service agreements, in addition to data protection addenda
"Data Exporter" Definition	Captures the definition of a "Data Exporter" in the context of data protection.	Data protection addenda
"Data Importer" Definition	Captures the definition of a "Data Importer" in the context of data protection.	Data protection addenda
Data Processing Instructions	Captures (i) the requirement that data can only be processed on the instructions of the controller/client, and (ii) any data processing instructions contained in the agreement.	Data protection addenda (and may generate false positives on other agreement types).
"Data Protection Authority" Definition	Captures the definition of a "Data Protection Authority" in the context of data protection.	Data protection addenda
Data Protection Impact Assessment	Captures provisions with respect to obtaining a "Data Protection Impact Assessment" in the context of data protection.	Data protection addenda

Name	Description	Field was trained on
Data Protection/ Privacy (Broad)	Captures any provisions with respect to protection of data, information security or privacy. This smart field is not recommended for use on detailed data protection agreements, but can be used to locate clauses embedded in broader agreements.	License, service and distribution agreements
"Data Subject" Definition	Captures the definition of a "Data Subject" in the context of data protection.	Data protection addenda
Date	Captures the date of an agreement, typically found on the cover page.	A variety of agreement types including service, supply, distribution, intellectual property, employment and purchase agreements
Date—Bond Indenture	Captures the date of the corporate debt security indenture, typically found on the cover page.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Date of Filing	Captures the date of filing of the Uniform Commercial Code financing statement. Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms
Dates of Articles/Bylaws/ Amendment	Captures the date of articles of incorporation, bylaws, and other documents associated with incorporation.	Articles and bylaws from the United States, Canada, and England and Wales
Debtor 1 City	Captures the city of the first debtor listed on the Uniform Commercial Code financing statement. It will not capture party information from UCC1Ad, UCC1AP or UCC3. Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms

Name	Description	Field was trained on
Debtor 1 Country	Captures the country of the first debtor listed on the Uniform Commercial Code financing statement. It will not capture party information from UCC1Ad, UCC1AP or UCC3. Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms
Debtor 1 First Name	Captures the first name of the first debtor listed on the Uniform Commercial Code financing statement. It will not capture party information from UCC1Ad, UCC1AP or UCC3. Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms
Debtor 1 Last Name	Captures the last name of the first debtor listed on the Uniform Commercial Code financing statement. It will not capture party information from UCC1Ad, UCC1AP or UCC3. Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms
Debtor 1 Mailing Address	Captures the mailing address of the first debtor listed on the Uniform Commercial Code financing statement. It will not capture party information from UCC1Ad, UCC1AP or UCC3. Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms
Debtor 1 Middle Name	Captures the middle name of the first debtor listed on the Uniform Commercial Code financing statement. It will not capture party information from UCC1Ad, UCC1AP or UCC3. Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms

Name	Description	Field was trained on
Debtor 1 Organization Name	Captures the organization name of the first debtor listed on the Uniform Commercial Code financing statement. It will not capture party information from UCC1Ad, UCC1AP or UCC3. Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms
Debtor 1 Postal Code	Captures the postal code of the first debtor listed on the Uniform Commercial Code financing statement. It will not capture party information from UCC1Ad, UCC1AP or UCC3. Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms
Debtor 1 State	Captures the state of the first debtor listed on the Uniform Commercial Code financing statement. It will not capture party information from UCC1Ad, UCC1AP or UCC3. Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms
Debtor 1 Suffix	Captures the suffix of the first debtor listed on the Uniform Commercial Code financing statement. It will not capture party information from UCC1Ad, UCC1AP or UCC3. Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms
Debtor 2 City	Captures the city of the second debtor listed on the Uniform Commercial Code financing statement. It will not capture party information from UCC1Ad, UCC1AP or UCC3. Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms
Debtor 2 Country	Captures the country of the second debtor listed on the Uniform Commercial Code financing statement. It will not capture party information from UCC1Ad, UCC1AP or UCC3. Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms

Name	Description	Field was trained on
Debtor 2 First Name	Captures the first name of the second debtor listed on the Uniform Commercial Code financing statement. It will not capture party information from UCC1Ad, UCC1AP or UCC3. Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms
Debtor 2 Last Name	Captures the last name of the second debtor listed on the Uniform Commercial Code financing statement. It will not capture party information from UCC1Ad, UCC1AP or UCC3. Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms
Debtor 2 Mailing Address	Captures the mailing address of the second debtor listed on the Uniform Commercial Code financing statement. It will not capture party information from UCC1Ad, UCC1AP or UCC3. Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms
Debtor 2 Middle Name	Captures the middle name of the second debtor listed on the Uniform Commercial Code financing statement. It will not capture party information from UCC1Ad, UCC1AP or UCC3. Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms
Debtor 2 Organization Name	Captures the organization name of the second debtor listed on the Uniform Commercial Code financing statement. It will not capture party information from UCC1Ad, UCC1AP or UCC3. Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms

Name	Description	Field was trained on
Debtor 2 Postal Code	Captures the postal code of the second debtor listed on the Uniform Commercial Code financing statement. It will not capture party information from UCC1Ad, UCC1AP or UCC3.Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms
Debtor 2 State	Captures the state of the second debtor listed on the Uniform Commercial Code financing statement. It will not capture party information from UCC1Ad, UCC1AP or UCC3. Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms
Debtor 2 Suffix	Captures the suffix of the second debtor listed on the Uniform Commercial Code financing statement. It will not capture party information from UCC1Ad, UCC1AP or UCC3. Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms
Decoration	Captures a tenant's obligation to decorate under a lease.	Commercial and residential real estate leases governed by the laws of England and Wales
Deemed Acceptance	Captures provisions with respect to when products or purchase orders will be deemed accepted.	A variety of agreement types including service, supply and distribution agreements
Default for Breach	Captures borrower default triggered by its failure to perform its obligations under the loan documents.	Credit, facility and loan agreements
Default for Cessation of Business	Captures borrower default triggered by it ceasing to carry on its business.	Credit, facility and loan agreements

Name	Description	Field was trained on
Default for Creditors' Process— Equipment Lease	Captures a default by lessee as a result of any lien, encumbrance, attachment, etc. being placed on lessee's property (including the leased property) or any expropriation, seizure, or analogous process.	Primarily on United States equipment and other non-real estate leases (including some aircraft leases)
Default for Cross Default/ Acceleration	Captures borrower default triggered by a default or acceleration under another agreement.	Credit, facility and loan agreements
Default for Inaccuracy of Representations/ Misrepresentatio n	Captures borrower default triggered by any inaccuracy or misrepresentation in the representations it provided.	Credit, facility and loan agreements
Default for Insolvency	Captures borrower default triggered by its insolvency.	Credit, facility and loan agreements
Default for Invalidity/ Unlawfulness	Captures borrower default triggered by any invalidity of the loan documents, or in the event that it becomes unlawful for a borrower to perform its obligations under the agreement.	Credit, facility and loan agreements
Default for Judgment/ Creditors' Process	Captures borrower default for any judgment or order entered against it or any expropriation or analogous process.	Credit, facility and loan agreements
Default for Non-Payment	Captures borrower default triggered by its failure to pay any amounts due under the agreement.	Credit, facility and loan agreements
Default for Pension Regulations Non-Compliance	Captures borrower default triggered by its failure to comply with pension legislation including the U.S. Employee Retirement Income Security Act of 1974.	Credit, facility and loan agreements

Name	Description	Field was trained on
Default Interest	Captures the interest rate applied to past due obligations of a tenant.	Commercial leases
Default Interest—Commitment Letter	Captures default interest provisions.	Commitment letters
Default Interest (England)	Captures the obligation to pay interest on (i) rent in arrears and late payments, and (ii) late payments due to a landlord refusing rent as a result of a breach by the tenant. It also captures the rate of such interest and the definitions of "Base Rate" and "Prescribed Rate", but excludes interest on reviewed rent.	Commercial and residential real estate leases governed by the laws of England and Wales
Default Interest/ Interest on Overdue Amounts	Captures provisions with respect to the payment of interest in the event that the borrower fails to make payments under the agreement.	Credit, facility and loan agreements
Default or Termination for Bankruptcy/ Insolvency—Lease	Captures a default or right of termination triggered by Tenant/Lessee's insolvency or bankruptcy.	(i) United States and Canadian commercial real estate leases, and (ii) United States equipment and other non-real estate leases (including some aircraft leases)
Defaulting Lender Approval	Captures waivers, amendments and other actions where the consent of any defaulting lender is still required.	Credit, facility and loan agreements
"Defaulting Lender" Definition—Credit Agreement	Captures the definitions of "Defaulting Lender" and "Non-Funding Lender".	Credit, facility and loan agreements
Defaulting Lender Waterfall	Captures the application and priority of distribution of payments made for the account of a defaulting lender.	Credit, facility and loan agreements, but not on intercreditor agreements

Name	Description	Field was trained on
"Defaulting Lenders" Definition	Captures the definition of "Defaulting Lenders".	Commitment letters
Deficit Restoration—LPA/LLC	Captures the requirement, if any, of partners or members to restore any deficit or negative balance in their respective capital accounts.	Limited partnership agreements and LLC operating agreements
Definitions—Year	Captures the year from which the definitions used in the schedule to the International Swaps and Derivatives Association master agreement are derived.	International Swaps and Derivatives Association agreements
Definitions and Inconsistency—ISDA	Captures which definition sets are incorporated into the agreement, any amendments to those definitions, and which of the definitions prevail in the event of inconsistency.	International Swaps and Derivatives Association agreements
Delay or Omission Not Waiver—Bond Indenture	Captures provisions specifying that a delay or omission by the trustee or any holder of the corporate debt securities in exercising its right or remedy maturing upon an event of default will not impair the right or remedy or constitute a waiver of or acquiescence in the event of default.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Delivery Amount	Captures any modifications to the standard definition of "Delivery Amount".	The Credit Support Annexes for International Swaps and Derivatives Association agreements
Demands and Notices—CSA	Captures whether the parties have specified an address and other contact information for the purposes of receiving demands, specifications and notices.	The Credit Support Annexes for International Swaps and Derivatives Association agreements

Name	Description	Field was trained on
Description of Equipment—Equipment Lease	Captures the description of the leased property. It is recommended that this smart field be used in conjunction with "Equipment" Definition—Equipment Lease.	P primarily on United States equipment and other non-real estate leases (including some aircraft leases)
Description of Premises	Captures the description of the leased premises, including details about the building, suite, and/or floor numbers. It also generally captures the square footage and address of the premises, as well as certain appurtenances and reservations affecting the premises. It does not capture the legal description of the premises. It is recommended that this smart field be used together with the Address of Premises and Square Footage of Premises smart fields. It is recommended that this smart field be used instead of the Leased Premises smart field.	Commercial real estate leases from the United States and Canada, as well as some from England.
Description of the Debt Securities/ Amount Authorized—Bond Indenture	Captures the title and principal amount, if provided, of corporate debt securities. This smart field also captures the maximum principal amount of debt authorized that may be issued pursuant to the indenture. Kira provides a separate built-in smart field to capture the interest rate on corporate debt security indentures.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Designation of Restricted and Unrestricted Subsidiaries Covenant—Bond Indenture	Captures the covenant concerning the issuer's ability to designate subsidiaries as either restricted or unrestricted and the effect of such designation.	High yield corporate debt security indentures governed by the laws of the United States and Canada
Devotion of Time —LPA/LLC	Captures the extent to which the general partner or manager is required to devote time to overseeing the business and affairs of a limited partnership or limited liability company.	Limited partnership agreements and LLC operating agreements

Name	Description	Field was trained on
Devotion of Time/Charitable Activities	Captures the requirement that an employee devote a certain amount of time and effort to his or her employment and any permitted charitable activities.	Executive employment agreements
DIP Financing—Intercreditor Agreement	Captures post-petition/debtor-in-possession financing provisions in intercreditor agreements, including the agreement by creditors not to object to other creditors providing such financing nor to the use of cash collateral for the purposes of such financing.	Primarily on United States intercreditor agreements
Direct or Indirect Assignment	Captures provisions that restrict "direct or indirect" assignments.	A variety of agreement types including service, supply, distribution, intellectual property, employment and purchase agreements
Director and Officer Insurance	Captures the granting of authority for a corporation to procure and maintain insurance coverage for directors and officers against liabilities associated with these roles.	Articles and bylaws from the United States, Canada, and England and Wales
Director Remuneration	Captures director compensation, and includes who has the authority for establishing amounts or forms of compensation. This smart field does not include any benefits a director is owed in relation to their indemnification by the corporation.	Articles and bylaws from the United States, Canada, and England and Wales
Directors Action by Written Consent	Captures the directors' right to act by written consent.	Articles and bylaws from the United States, Canada, and England and Wales
Directors Meetings (Broad)	Captures the general details concerning directors' meetings, including requirements for giving notice of such meetings.	Articles and bylaws from the United States, Canada, and England and Wales

Name	Description	Field was trained on
Directors' and Officers' Indemnification	Captures a purchaser's covenant to maintain existing indemnification protections for the directors and officers of a target company.	Arrangement agreements, purchase agreements and merger agreements
Discharge of Debt Security—Bond Indenture	Captures the discharge requirements that, if satisfied, relieve the issuer's obligation to comply with any provision of the indenture, including payment obligations. This provision is typically effective when the corporate debt securities are coming due within one year.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Disclaimer of Liability—Loss of Data	Captures provisions relating to loss of data, including limitation of liability for loss of data.	Software as a service agreements
Disclaimer of Warranties—Equipment Lease	Captures lessor's disclaimer of warranty with respect to the quality, condition, merchantability, suitability, etc. of the leased equipment.	Primarily on United States equipment and other non-real estate leases (including some aircraft leases)
Disclaimer of Warranty	Captures provisions that disclaim all service/product warranties in agreements. It includes provisions stating that a product will be in "as is" condition.	A variety of agreement types including service, supply, distribution and intellectual property agreements
"Disclosure Letter/Disclosure Schedules" Definition	Captures the definition of disclosure letter or disclosure schedules.	Underwriting agreements and purchase agreements
Disclosure Required by Law	Captures exceptions to restrictions on the use and disclosure of confidential information where such use or disclosure is required by law.	Non-disclosure agreements

Name	Description	Field was trained on
Discounts	Captures provisions relating to discounts, credits, rebates and preferential pricing.	A variety of agreement types including service, intellectual property, supply and distribution agreements
Dispositions or Asset Sales Covenant	Captures covenants of a borrower not to dispose of assets other than in the ordinary course, and will also capture the definition of "Permitted Dispositions" or any exceptions to the definition of "Asset Sale".	Credit, facility and loan agreements
Dispute Resolution	Captures the procedures for dispute resolution in an agreement.	A variety of agreement types including service, supply, distribution, intellectual property, employment and purchase agreements
"Disqualified Institutions" Definition	Captures the definitions of "Disqualified Institution" or "Ineligible Institution".	Credit and loan agreements
"Disqualified Lenders" Definition	Captures the definition of "Disqualified Lenders".	Commitment letters
"Disqualified Stock" Definition	Captures the definition of "Disqualified Stock".	Credit, facility and loan agreements
"Disqualified Stock" Definition —Bond Indenture	Captures the definitions of "Disqualified Stock", "Redeemable Stock" and similar terms.	High yield corporate debt security indentures governed by the laws of the United States and Canada

Name	Description	Field was trained on
Distribution of Property on Liquidation—LPA/LLC	Captures the final distribution waterfall on the liquidation, dissolution or winding up of a limited partnership or limited liability company. It also captures the liquidator's right, if any, to distribute property in kind to the partners/members as well as liquidation preferences of any class or series of interests in the partnership/company.	Limited partnership agreements and LLC operating agreements
Distributions of Cash—LPA/LLC	Captures provisions describing the manner in which available cash (and, where applicable, proceeds of sale) is to be distributed among the partners/members, including distribution rights of particular classes or series of partnership/company interests. It also captures special cash distributions to partners or members where regular distributions for the year would be insufficient to cover their applicable income tax liability in respect of partnership or company income allocated to them.	Limited partnership agreements and LLC operating agreements
Dividends and Distributions	Captures dividend and distribution policies, as well as approval requirements for issuing dividends or distributions.	Shareholders' agreements
Dividends/Distributions (Articles & Bylaws)	Captures grants of authority to declare dividends or distributions, as well as the restrictions and other rules applicable thereto.	Articles and bylaws from the United States, Canada, and England and Wales

Name	Description	Field was trained on
Do Not Sell Personal Information	Captures affirmative disclosures that must be made by a business that sells the personal information of consumers to third parties, as required by the California Consumer Privacy Act ("CCPA"). This smart field includes notices to consumers on whether the business sells personal information, the right for consumers to opt-out of the sale of personal information, and references/links to the business's "Do Not Sell My Personal Information" page. This smart field does not capture the categories of personal information in the event that such information is sold.	Various privacy policies and notices both before and after enactment of the CCPA.
Document Delivery	Captures which documents are to be delivered and how they are to be delivered with respect to each party.	International Swaps and Derivatives Association agreements
Documentation Principles	Captures the documentation principles applicable to a credit facility.	Commitment letters
Dodd-Frank Compliance	Captures provisions with respect to compliance with the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act.	A variety of document types including supply, service, employment and distribution agreements
Does the agreement contain a financial covenant?	Answers whether the agreement contains any borrower's financial covenants, including maintenance of leverage or coverage ratios (yes/ no field.)	Credit, facility and loan agreements
Does the agreement contain a fundamental changes/merger covenant?	Answers whether the agreement contains a fundamental changes/merger covenant (yes/no field.)	Credit, facility, and loan agreements

Name	Description	Field was trained on
Does the agreement contain a leverage ratio financial covenant?	Answers whether the agreement contains a leverage ratio financial covenant (yes/no field.)	Credit, facility, and loan agreements
Does the agreement contain a material adverse change representation?	Answers whether the agreement contains a material adverse change representation (yes/no field.)	Credit, facility, and loan agreements
Does the agreement contain a restricted payments covenant?	Answers whether the agreement contains a restricted payments covenant (yes/no field.)	Credit, facility, and loan agreements
Does the agreement contain an inability to determine rates/ market disruption provision?	Answers whether the agreement contains provisions relating to market disruptions or the inability to determine rates (yes/no field.)	Credit, facility, and loan agreements
Does the agreement contain an indebtedness covenant?	Answers whether the agreement contains an indebtedness covenant (yes/no field.)	Credit, facility, and loan agreements

Name	Description	Field was trained on
Does the agreement contain an independent contractor acknowledgment?	Answers whether the agreement contains an acknowledgment by the parties that they have an independent contractor relationship (yes/no field.)	Service agreements
Does the agreement contain an interest rate floor?	Answers whether the floating rate loan product contains a negotiated and agreed upon interest rate floor (yes/no field.)	Credit, facility, and loan agreements
Does the agreement contain an unavailability of screen rate/ absence of quotation provision?	Answers whether the agreement contains an unavailability of screen rate/absence of quotation provision (yes/no field.)	Credit, facility, and loan agreements
Does the agreement provide that overdue payments accrue interest?	Answers whether overdue payments accrue interest. It does not capture provisions relating to interest-bearing amounts in the context of audits or dispute resolution (yes/no field.)	Primarily on service, supply, distribution, and intellectual property agreements
Does the agreement reference SOFR?	Answers whether the secured overnight financing rate ("SOFR") and similar or related definitions are referenced in the agreement (yes/no field.)	Credit, facility, and loan agreements

Name	Description	Field was trained on
Does the agreement require either party to create backups of customer data?	Answers whether the agreement requires either party to create backups of customer data. It does not capture provisions relating to (i) the right to use customer data to create backups; or (ii) the right to retain customer data in backups (yes/no field.)	Software as a service agreements
Does the contract contain a disclaimer of liability for indirect, consequential and/or other similar damages?	Answers whether the agreement contains a disclaimer of liability (whether or not subject to carve-outs) for indirect, consequential, punitive, incidental and/or other similar damages. This yes/no field does not interpret exclusions from indemnity or other specific payment obligations as disclaimers.	Primarily on service, supply, and intellectual property agreements
Does the contract specify when notice is deemed to be given?	Answers whether the notice terms of an agreement stipulate when notice is deemed to be given by one party to another for the purposes of the agreement (yes/no field.)	Primarily on service, supply, and intellectual property agreements
Does the customer grant a license to use its data?	Answers whether the customer grants the provider a license to use its data or content. It does not capture provisions relating to aggregated data or feedback (yes/no field.)	Software as a service agreements
Does the ISDA Schedule contain a change in ownership provision?	Answers whether the ISDA Schedule contains a change in ownership provision (yes/no field.)	International Swaps and Derivatives Association agreements
Does the landlord have a right to relocate the tenant's premises?	Answers whether the lease contains a right in favor of the landlord to relocate all or a portion of the tenant's premises. This yes/no field is not intended to capture landlord rights to relocate tenant equipment, parking spaces or other ancillary space to which a tenant is entitled.	Leases from the United States and Canada

Name	Description	Field was trained on
Does the lease contain a purchase option in favor of Tenant/Lessee?	Answers whether tenant/lessee has the option under a lease to purchase the leased premises or other leased property (yes/no field.)	(i) United States and Canadian commercial real estate leases, and (ii) United States equipment and other non-real estate leases (including some aircraft leases)
Does the lease contain a purchase ROFO/ ROFR?	Answers whether tenant/lessee has a right of first offer or a right of first refusal under a lease to purchase the leased premises or other leased property (yes/no field.)	(i) United States and Canadian commercial real estate leases, and (ii) United States equipment and other non-real estate leases (including some aircraft leases)
Does the lease contain peppercorn rent or a rent free period?	Answers whether the lease contains peppercorn rent, or a rent free or de minimus rent period (yes/no field.)	Commercial and residential real estate leases governed by the laws of England and Wales
Does the lease give the landlord the right to gross up the tenant's operating expenses?	Answers whether the lease gives the landlord the right to gross up a tenant's operating expenses or property taxes in the event that the building is not completely occupied (yes/no field.)	U United States and Canadian leases
Does the lease name a guarantor of tenant's obligations?	Answers whether the lease names a guarantor of the tenant's obligations under the lease (yes/no field.)	United States and Canadian leases

Name	Description	Field was trained on
Does the lease provide the tenant with a cure period for a monetary default?	Answers whether the lease grants the tenant with a cure period for a monetary default. This yes/no field is not intended to capture cure periods for monetary defaults by other parties.	Leases from the United States and Canada
Does the lease provide the tenant with a free rent period?	Answers whether the lease provides the tenant with a free rent period. This yes/no field captures free rent periods expressed as an affirmative right or credit and does not capture abatements that are only expressed within a rent table.	Leases from the United States and Canada
Does the lease require the tenant to obtain business interruption insurance?	Answers whether the lease requires the tenant to obtain business interruption, loss of income, or extra expense insurance (yes/no field.)	United States and Canadian leases
Does the lease require the tenant to take any restoration actions at the determination of the term?	Answers whether the tenant is obligated under the lease to take any actions to restore, redecorate or reinstate the premises at, or shortly prior to, the determination of the term (yes/no field.)	Commercial and residential real estate leases governed by the laws of England and Wales
Does the lease specify rent payable in the event of holdover?	Answers whether the lease specifies the amount of rent payable in the event the tenant holds over beyond the expiration of the term (yes/no field.)	United States and Canadian leases
Does the tenant have an obligation to pay percentage rent?	Answers whether the tenant has an obligation to pay percentage rent pursuant to the lease (yes/no field.)	United States and Canadian commercial leases

Name	Description	Field was trained on
Does the tenant have an obligation to provide financial statements to the landlord?	Answers whether the tenant has an obligation under the lease to deliver the financial statements of the tenant (or the tenant's guarantor) to the landlord, including requirements to deliver such financial statements in connection with the exercise of options under the lease or the calculation of percentage rent (yes/no field.)	United States and Canadian leases
Does the tenant have the option to renew or extend the lease term?	Answers whether the tenant has an option to renew or extend the lease term (yes/no field.)	United States and Canadian commercial leases
Does this agreement contain a warranty?	Answers whether an agreement contains a warranty relating to the quality and/or performance of a particular product or service, including information about exclusions from such warranty as well as the supplier's or service provider's obligations in respect of the warranty. It generally does not capture any other warranties, including those relating to title, ownership of intellectual property, existence and capacity to contract (yes/no field.)	Primarily on service, supply, and intellectual property agreements
Does this contract contain an inflation adjustment?	Answers whether the price or other monetary amount under a contract is subject to a cost of living or inflation adjustment, including capturing the definition of any reference index used for the purposes of such adjustment (yes/no field.)	Primarily on service, supply, and intellectual property agreements
Does this contract contemplate payment of a non-refundable amount?	Answers whether a party is required to make a non-refundable payment or deposit under an agreement (yes/no field.)	Primarily on service, supply, and intellectual property agreements

Name	Description	Field was trained on
Does this contract renew automatically?	Answers whether an agreement contains an automatic renewal provision (yes/no field.)	Primarily on service, supply, and intellectual property agreements
Does this document contain a sublease agreement?	Answers whether the document is, or whether it contains, a sublease agreement, sublease amendment or sublease consent. This yes/no field is not intended to capture "form" sublease documents (documents with blanks to be completed which have been attached as exhibits to a lease).	United States and Canadian leases
Drag Along Rights	Captures drag along rights (the right of a selling shareholder to require a minority shareholder to sell its shares).	Shareholders' agreements
Duration	Captures the length of the initial term of an agreement.	A variety of agreement types including service, supply, distribution, intellectual property, employment, purchase, and franchise agreements
Duration of Guaranteed Compensation/ Benefits	Captures the period after closing during which the purchaser has committed to providing compensation and benefits to certain continuing target employees. It is recommended that this smart field be used in conjunction with Post-Closing Compensation/Benefits.	Arrangement agreements and merger agreements
Duties and Rights of Trustee—Bond Indenture	Captures the duties and rights of the indenture trustee.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada

Name	Description	Field was trained on
Duty to Investigate/ Monitor/Assist Upon Breach	Captures the obligation of a party to investigate, assist with or mitigate harm from any potential breaches of data security.	General commercial agreements like license and service agreements, in addition to Data protection addenda
Duty to Mitigate	Captures the requirement that a party must take steps to mitigate its losses upon becoming aware of the event causing such losses.	Share purchase agreements, asset purchase agreements and merger agreements
Early Payment Discount	Captures provisions with respect to discounts for early payments.	A variety of agreement types including service, intellectual property, supply and distribution agreements
"EBITDA" Definition	Captures various definitions related to the calculation of earnings before interest, tax and amortization.	Credit, facility and loan agreements
"EBITDA" Definition—Bond Indenture	Captures the definition of "EBITDA" (earnings before interest, taxes, depreciation and amortization) and similar terms.	High yield corporate debt security indentures governed by the laws of the United States and Canada
ECP Keepwell Provision	Captures the undertaking by eligible contract participant guarantors to fulfill the obligations of other guarantors, which would otherwise be excluded under the U.S. Commodity Exchange Act rules and similar rules.	Credit, facility and loan agreements
"EEA Financial Institution" Definition	Captures the definition of "EEA Financial Institution" for the purposes of the bail-in rules under the EU Bank Recovery and Resolution Directive (2014/59/EU).	Credit, facility and loan agreements

Name	Description	Field was trained on
EEA Financial Institution Representation	Captures representations that a loan party/obligor is not an EEA Financial Institution for the purposes of the bail-in rules under the EU Bank Recovery and Resolution Directive (2014/59/EU).	Credit, facility and loan agreements
Effective Date	Captures definitions of effective date or commencement date.	A variety of agreement types including service, intellectual property, supply and distribution agreements
Effective Date—Franchise Disclosure Document	Captures the effective date(s) of the franchise disclosure document.	Franchise disclosure documents
"Effective Time" Definition	Captures the definition of the effective time.	Purchase agreements
Effects of Termination	Captures the effects or consequences of terminating an agreement.	A variety of document types including supply, service, employment and distribution agreements
Efforts Standard Applicable to Closing Conditions	Captures the efforts standard (e.g. commercially reasonable efforts, best efforts, etc.) required in the covenant to satisfy the closing conditions of the agreement.	Arrangement agreements, purchase agreements and merger agreements
Efforts Standard Applicable to Obtaining Antitrust Approval	Captures the general efforts standard (e.g., commercially reasonable efforts, best efforts, etc.) required in the covenant to obtain antitrust approval for the transaction.	Share purchase agreements, asset purchase agreements and merger agreements
Efforts Standard Applicable to Obtaining Financing	Captures the efforts standard (e.g., commercially reasonable efforts, best efforts, etc.) required in the covenant to obtain financing and alternative financing for the transaction.	Share purchase agreements, asset purchase agreements and merger agreements

Name	Description	Field was trained on
Elective Termination	Captures circumstances in which either or both parties may elect to terminate the agreement.	International Swaps and Derivatives Association agreements
Electronic Signature	Captures instances where electronically delivered signed documents are deemed original signatures. It also captures the permitting of electronic signatures.	A variety of agreement types including service, intellectual property, supply, and distribution agreements
Eligibility to Hold Posted Collateral and Custodians	Captures the conditions imposed on a secured party before it is entitled to hold, or to appoint a custodian to hold, collateral.	The Credit Support Annexes for International Swaps and Derivatives Association agreements, and applies only to those governed by New York law
"Eligible Accounts" Definition	Captures the definitions of "Eligible Accounts" or "Eligible Receivables" typically referenced in the borrowing base formula for asset based loans.	Credit and loan agreements
Eligible Assignees	Captures the types of parties to which a lender may assign a loan.	Credit, facility and loan agreements
Eligible Claim Threshold	Captures indemnification provisions that require that an individual loss, or a series of related losses, exceed a specified threshold before a claim can be made.	Share purchase agreements, asset purchase agreements and merger agreements
Eligible Collateral/ Eligible Credit Support	Captures the types of collateral that are acceptable for the purposes of the Credit Support Annex.	The Credit Support Annexes for International Swaps and Derivatives Association agreements
Eligible Contract Participant Representation	Captures representations that a party is an "eligible contract participant" within the meaning of the U.S. Commodity Exchange Act.	International Swaps and Derivatives Association agreements

Name	Description	Field was trained on
Eligible Currency	Captures the currencies (including the "Base Currency") in which cash collateral may be denominated.	The Credit Support Annexes for International Swaps and Derivatives Association agreements
"Eligible Equipment" Definition	Captures the definition of "Eligible Equipment" typically referenced in the borrowing base formula for asset based loans.	Credit and loan agreements
"Eligible Inventory" Definition	Captures the definition of "Eligible Inventory" typically referenced in the borrowing base formula for asset based loans.	Credit and loan agreements
"Eligible Real Estate" Definition	Captures the definition of "Eligible Real Estate" typically referenced in the borrowing base formula for asset based loans (and will also capture separately defined real estate eligibility requirements).	Credit and loan agreements
Email Contact at Filer	Captures the email contact at the filer of the Uniform Commercial Code financing statement. Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms
Employee Benefits—Car	Captures an employee's entitlement to a car/ gas allowance provided by an employer.	Executive employment agreements
Employee Benefits—Health/ Dental/ Retirement/ Pension	Captures an employee's entitlement to health, dental, retirement and pension benefits. This smart field also captures an employee's entitlement to be covered by an employer's director and officer liability insurance.	Executive employment agreements
Employee Benefits— Vacation/Leave	Captures an employee's entitlement to vacation and leaves of absences.	Executive employment agreements
Employee Disability	Captures provisions relating to an employee's disability.	Executive employment agreements

Name	Description	Field was trained on
Employee Duties	Captures provisions that outline an employee's duties and responsibilities in the course of his/her employment.	Executive employment agreements
Employee Equity Clawback	Captures the right of an employer to clawback equity previously granted to an employee.	Executive employment and option agreements
Employee Name	Captures the name of the employee.	Executive employment agreements
Employment and Labor Representation	Captures representations with respect to employment and labor matters.	Share purchase agreements, asset purchase agreements and merger agreements
"Encumbrance" Definition	Captures the definition of an encumbrance or lien.	Underwriting agreements and purchase agreements
End Date	Captures the end date (or events that trigger an end date contained in the term provision) of the initial term of an agreement.	A variety of agreement types including service, supply, distribution, intellectual property and employment agreements
End of Employment & Termination	Captures provisions detailing the effects that an option holder's end of employment will have on the vesting and exercisability of the stock option. These effects may include forfeiture, accelerated vesting and/or revised exercisability periods. For the purpose of this smart field, "end of employment" shall include formal termination (e.g. with or without cause) as well other forms of employment cessation (e.g. disability, death, retirement, etc.).	Option agreements

Name	Description	Field was trained on
End of Life	Captures provisions that outline a party's obligations with respect to the end of life of a product/service.	A variety of agreement types including service, intellectual property, supply and distribution agreements
End of Term Obligations	Captures the obligations of a tenant at the end of the lease term, including (i) the yield up/reinstatement clause, (ii) reinstatement of alterations, additions and signs, and (iii) end of term repair obligations. It excludes end of term obligations relating to delivery of Construction, Design and Management files, land registry filings and health and safety files.	Commercial and residential real estate leases governed by the laws of England and Wales
Enforcement and Defense	Captures provisions relating to the enforcement and defense of intellectual property. It includes who has rights to defend and settle third party claims and the enforcement of intellectual property against third party infringement. It does not include references to defending claims in indemnification provisions, severability clauses, or representations and warranties regarding enforceability.	A variety of license agreements
Entire Agreement	Captures an acknowledgment by the parties to an agreement that it represents the complete and final agreement between them.	A variety of agreement types including service, supply, distribution, intellectual property, employment and purchase agreements
Environmental Indemnity—Lease	Captures express indemnities by a party relating to environmental issues. It is recommended that this smart field be used with the general "Indemnification" smart field.	United States and Canadian commercial leases
"Environmental Reports" Definition	Captures the definition of environmental reports as part of the transaction.	Share purchase agreements, asset purchase agreements and merger agreements

Name	Description	Field was trained on
Environmental Representation	Captures representations with respect to environmental matters.	Share purchase agreements, asset purchase agreements and merger agreements
Environmental Representation—Credit Agreement	Captures representations of a borrower with respect to environmental matters.	Credit, facility and loan agreements
"Equipment" Definition	Captures the definitions of "Equipment" or "Fixtures".	Credit and loan agreements
"Equipment" Definition—Equipment Lease	Captures the definition of "Equipment", including common variations on such term (e.g., Leased Property, Assets, Aircraft, etc.). It is recommended that this smart field be used in conjunction with Description of Equipment—Equipment Lease.	Primarily on United States equipment and other non-real estate leases (including some aircraft leases)
Equity Clawback Redemption Provision—Bond Indenture	Captures the provision allowing the issuer to redeem a portion of the debt issued pursuant to corporate debt security indentures with the proceeds of an equity offer.	High yield corporate debt security indentures governed by the laws of the United States and Canada
Equity Cure Rights	Captures rights of a borrower to cure a breach of the financial covenants with an equity injection.	Credit and loan agreements
ERISA Representation	Captures representations with respect to a party's status under the Employee Retirement Income Security Act of 1974 ("ERISA") and the U.S. Internal Revenue Code of 1986 ("Code"), including that such party is (i) not an "employee benefit plan" or other type of plan for the purposes of ERISA or the Code, (ii) not acting on behalf of such a plan, and (iii) not holding assets that are "plan assets" for the purposes of ERISA.	International Swaps and Derivatives Association agreements

Name	Description	Field was trained on
Escrow	Captures escrow provisions, pursuant to which funds are held by a third party in order to secure indemnification obligations.	Share purchase agreements, asset purchase agreements and merger agreements
Escrow Account	Captures the definition of the type of account that the escrow funds are to be held in.	Share purchase agreements, asset purchase agreements and merger agreements
"Escrow Agent" Definition	Captures the definition of the escrow agent.	Share purchase agreements, asset purchase agreements and merger agreements
"Escrow Agreement" Definition	Captures the definition of the escrow agreement.	Share purchase agreements, asset purchase agreements and merger agreements
Escrow Amount	Captures the amount that is deposited into escrow with respect to a transaction.	Share purchase agreements, asset purchase agreements and merger agreements
Estoppel Certificate Requirements	Captures the obligation of a tenant or landlord to provide an estoppel certificate.	Commercial leases
"European Union" Definition	Captures the definition of the European Union.	A variety of agreement types including service, intellectual property, supply and distribution agreements
Events of Default	Captures modifications to the standard language as to what constitutes an event of default.	The Credit Support Annexes for International Swaps and Derivatives Association agreements

Name	Description	Field was trained on
Events of Default—Bond Indenture	Captures the events of default when the issuer violates a provision of the indenture and does not cure such violation within the requisite time period.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Events of Default—Commitment Letter	Captures a borrower's events of default.	Commitment letters
Events of Default—Equipment Lease	Captures the events of default provision in a lease.	Primarily on United States equipment and other non-real estate leases (including some aircraft leases)
Events of Default—ISDA	Captures what events would cause a default under the International Swaps and Derivatives Association master agreement.	International Swaps and Derivatives Association agreements
Events of Default—Lease	Captures specified tenant "events of default" or other tenant defaults giving rise to a landlord's right to terminate the lease.	Leases from the United States and Canada
Events of Default (or Termination)—Commercial Agreements	Captures the events of default in commercial agreements, including certain events (primarily material breach and insolvency) giving rise to a right of termination.	Service, supply, distribution, and intellectual property agreements
Events of Dissolution—LPA/LLC	Captures the events causing the dissolution or termination of a limited partnership or limited liability company.	Limited partnership agreements and LLC operating agreements
Evidence of Loans	Captures the requirement of the lender to maintain records evidencing the indebtedness.	Credit, facility and loan agreements

Name	Description	Field was trained on
"Excess Availability" Definition	Captures the definitions of "Excess Availability", "Availability" and similar concepts setting out the amount available to be borrowed under an asset based loan.	Credit and loan agreements
Excess Nonrecourse Liabilities	Captures provisions relating to the determination of a partner or member's share of excess nonrecourse liabilities.	Limited partnership agreements and LLC operating agreements
Exchange Rate/ Exchange Rate Risk	Captures the exchange rate of foreign currencies and provisions relating to currency fluctuations.	A variety of agreement types including service, intellectual property, supply and distribution agreements
"Excluded Subsidiary" Definition	Captures the definition of "Excluded Subsidiary".	Credit, facility and loan agreements
"Excluded Swap Obligation" Definition	Captures the definition of "Excluded Swap Obligations" in the context of the Commodity Exchange Act rules and similar rules.	Credit, facility and loan agreements
"Excluded Taxes" Definition	Captures the definition of "Excluded Taxes".	Credit, facility and loan agreements
Exclusive Remedy	Captures limitations on the types of remedies a party can seek in the event of a breach of a purchase agreement.	Share purchase agreements, asset purchase agreements and merger agreements
Exclusivity	Captures grants of exclusive distribution rights, exclusive licenses and other exclusive rights. It also captures the obligation to purchase all of a party's requirements for a product or service from the other party and prohibitions against selling products or services to competitors.	A variety of agreement types including service, supply, distribution, franchise, and intellectual property agreements

Name	Description	Field was trained on
Execution of Documents/ Authority to Bind Corporation	Captures who in the corporation has authority to execute documents that create external obligations to third parties (indebtedness, contracts, etc.), as well as who has authority to affix the corporate seal to documents memorializing such external obligations. This smart field does not capture signing authority for internal corporate documents.	Articles and bylaws from the United States, Canada, and England and Wales
Exercise Price	Captures the price at which the stock option may be exercised. This will not capture total exercise price, only exercise price per share.	Option agreements
Existence, Permits and Authorization Covenant	Captures covenants of a borrower to maintain its existence, obtain and maintain any permits necessary to conduct its business and obtain any authorizations necessary for it to perform its obligations under the agreement.	Credit, facility and loan agreements
Existing Debt Representation	Captures representations that there is no existing debt or that any existing debt has been disclosed.	Credit, facility and loan agreements
Existing Debt/ Refinancing Condition	Captures conditions of borrowing with respect to existing debt of the borrower.	Commitment letters
Expense Reimbursement	Captures expenses that are reimbursable by an employer (except for car-related expenses, which are captured under a separate smart field).	Executive employment agreements
Expiration Date— Lease	Captures the date on which a lease (or renewal term of a lease) expires.	Commercial leases

Name	Description	Field was trained on
Expiration Date—Option Agreements	Captures the specific expiry date of a stock option, if defined, as well as the time period within which the stock option must be exercised before expiring. This smart field will not capture provisions covering early expiration as a result of termination, end of employment or other acceleration events (e.g. change of control).	Option agreements
Export Control	Captures a party's compliance with laws prohibiting or restricting the export of products.	A variety of agreement types including service, distribution, intellectual property and supply agreements
Exposure	Captures modifications to the standard definition of "Exposure".	The Credit Support Annexes for International Swaps and Derivatives Association agreements
Express Non-Reliance	Captures the parties' acknowledgment that the representations and warranties in the agreement are the only representations and warranties the parties relied on in entering into the agreement.	Share purchase agreements, asset purchase agreements and merger agreements
Facility Fee	Captures fees payable on a revolving commitment (whether used or unused).	Credit, facility and loan agreements
Fair Market Rent	Captures the definition of "Fair Market Rent" and similar terms in a lease, as well as the process by which a rental rate based upon fair market rent is calculated or disputed under the lease.	Leases from the United States and Canada
"FATCA" Definition	Captures the definition of "FATCA".	Credit, facility and loan agreements

Name	Description	Field was trained on
Fees and Expenses—Equipment Lease	Captures fees and expenses under a lease that lessee (and, if applicable, lessor) has agreed to pay. It is recommended that this smart field be used together with the Reimbursement—Lease Accounting smart field.	Primarily on United States equipment and other non-real estate leases (including some aircraft leases)
Fiduciary Out	Captures a target board of directors' right to change its recommendation or otherwise take action in response to a superior proposal or an intervening event where failure to do so would be inconsistent with its fiduciary duties and/or applicable law.	Arrangement agreements and merger agreements
Fiduciary Termination Right	Captures a board of directors' right to terminate the contemplated transaction in response to a superior proposal or an intervening event where failure to do so would be inconsistent with its fiduciary duties and/or applicable law.	Share purchase agreements, asset purchase agreements and merger agreements
File Number	Captures the file number of the Uniform Commercial Code financing statement. Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms
Financial Covenant—Fixed Charge Coverage Ratio	Captures fixed charge ratio financial covenants.	Credit, facility and loan agreements
Financial Covenant—Interest/Debt Service Coverage Ratio	Captures interest cover ratio and debt service ratio financial covenants.	Credit, facility and loan agreements

Name	Description	Field was trained on
Financial Covenant—Leverage Ratio	Captures leverage ratio financial covenants for various forms of leverage ratios including (without limitation) debt to equity, debt to EBITDA, debt to total assets, and debt to capitalization.	Credit, facility and loan agreements
Financial Covenants	Captures the financial covenants of a borrower.	Commitment letters
Financial Covenants—Credit Agreement	Captures a borrower's financial covenants, including maintenance of leverage or coverage ratios.	Credit, facility and loan agreements
Financial Information Condition	Captures conditions of borrowing with respect to delivering financial information.	Commitment letters
Financial Reports—LPA/LLC	Captures the obligation of the general partner or manager to provide partners or members with periodic financial reports.	Limited partnership agreements and LLC operating agreements
Financial Statements and Information Reporting Covenant	Captures covenants of a borrower to deliver financial statements and other information to the lenders or agents.	Credit, facility and loan agreements
Financial Statements Covenant—Lease	Captures obligations of a tenant to deliver the tenant's financial statements to the landlord, including requirements to deliver financial statements in connection with the exercise of certain options under a lease or the calculation of percentage rent. It does not capture any right of a landlord to inspect books and records or detail the types of financial statements or accounting methods that a tenant must use, or capture representations about any financial statements.	United States and Canadian commercial leases

Name	Description	Field was trained on
Financial Statements Representation	Captures representations with respect to a party's financial statements.	Share purchase agreements, asset purchase agreements and merger agreements
Financial Statements Representation—Credit Agreement	Captures representations that the financial statements of a borrower fairly present its financial condition and have been prepared in accordance with GAAP.	Credit, facility and loan agreements
Fiscal/Financial Year	Captures the establishment of a corporation's fiscal year-end, as well as language granting authority for a particular party to establish or alter the fiscal year-end.	Articles and bylaws from the United States, Canada, and England and Wales
Fiscal/Tax Year of Partnership/ Company	Captures the fiscal year and, if applicable, tax year of a limited partnership or limited liability company.	Limited partnership agreements and LLC operating agreements
Force Majeure	Captures the consequences of a force majeure or extraordinary occurrence.	A variety of agreement types including service, supply, distribution, intellectual property, employment and purchase agreements
Force Majeure—Acts of Government	Captures actions and/or omissions of government that qualify as force majeure events.	Primarily on supply, service, and intellectual property agreements. It is recommended that this smart field be used together with the Force Majeure smart field.

Name	Description	Field was trained on
Force Majeure–Bond Indenture	Captures the Force Majeure clause that provides the indenture trustee will not be responsible or liable for any failure or delay in the performance of its obligations caused by forces beyond its reasonable control.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Force Majeure–Catch-All Language	Captures catch-all language in force majeure provisions that broadens the scope of force majeure events beyond the specific events listed.	Primarily on supply, service, and intellectual property agreements. It is recommended that this smart field be used together with the Force Majeure smart field.
Force Majeure–Exceptions	Captures specific exceptions to force majeure events.	Primarily on supply, service, and intellectual property agreements. It is recommended that this smart field be used together with the Force Majeure smart field.
Force Majeure–Notification Requirements	Captures the notification requirements a party must follow when a force majeure event has occurred.	Primarily on supply, service, and intellectual property agreements. It is recommended that this smart field be used together with the Force Majeure smart field.
Force Majeure–Public Health Events	Captures qualifying public health events such as epidemic, quarantine, and other health emergencies.	Primarily on supply, service, and intellectual property agreements. It is recommended that this smart field be used together with the Force Majeure smart field.

Name	Description	Field was trained on
Force Majeure (Lease)	Captures force majeure clauses and other provisions excusing performance of a covenant when performance is out of the control of the party to perform.	Leases from the United States and Canada
Foreign Corrupt Practices Act Compliance	Captures a party's compliance with the U.S. Foreign Corrupt Practices Act (FCPA).	A variety of agreement types including service and supply agreements
Forfeiture/Events of Default (England)	Captures the right of a landlord to forfeit a lease by re-entering the premises upon the occurrence of qualifying factors. It also captures the definitions of "Insolvency" and "Event of Insolvency".	Commercial and residential real estate leases governed by the laws of England and Wales
Formation of Partnership/ Company	Captures information regarding the formation of a limited partnership or limited liability company.	Limited partnership agreements and LLC operating agreements
Forum Selection/ Dispute Resolution (Articles & Bylaws)	Captures forum selection provisions and procedures for dispute resolution.	Articles and bylaws from the United States, Canada, and England and Wales
Franchise Location	Captures the location of the franchised establishment (if applicable).	Franchise agreements
Franchise Manual	Captures the definitions and other related provisions that pertain to the franchise operations manual, which governs the franchise unit performance, procedures and conduct.	Franchise agreements
Franchise Marketing Obligations	Captures provisions relating to requirements for marketing the franchised business.	Franchise agreements

Name	Description	Field was trained on
"Franchise System" Definition	Captures the definition of the Franchise System and related language detailing what comprises the Franchise System.	Franchise agreements
Franchise Territory	Captures the territory in which the franchisee may operate the franchised business. It also captures the area in which the franchisee may locate the franchised business.	Franchise agreements
Franchise Training Requirements	Captures provisions relating to training requirements expected of both the franchisee and franchisor.	Franchise agreements
Franchised Business Definition	Captures the definition of the business that is covered under the franchise arrangement.	Franchise agreements
Franchisee Standard	Captures the standard that the franchisee must uphold with respect to the operation, development, and promotion of the franchise.	Franchise agreements
Freedom from Discrimination	Captures affirmative disclosures to consumers of their right to be free from discrimination for exercising their privacy rights, as required by the California Consumer Privacy Act ("CCPA").	Various privacy policies and notices both before and after enactment of the CCPA.
Full Disclosure/ No Misleading Information Representation	Captures representations by a borrower that all factual information provided by it to the lenders or agents is true and complete in all material respects.	Credit, facility and loan agreements
Full Disclosure/ No Misleading Statements Representation	Captures representations that a party has not made any untrue statements of material fact or omitted to state a material fact necessary in order to make statements made not misleading (in the agreement or in other disclosure documents and communications).	Share purchase agreements, asset purchase agreements and merger agreements

Name	Description	Field was trained on
Fundamental Changes/Merger Covenant	Captures covenants of a borrower not to enter into any amalgamation, demerger, merger, consolidation or corporate reorganization.	Credit, facility and loan agreements
Further Assurances—Credit Agreement	Captures further assurances provisions within the credit agreement and any attachments thereto.	Credit, facility and loan agreements, but not on intercreditor agreements
Further Instruments and Acts Covenant—Bond Indenture	Captures the covenant of the issuer to execute and deliver such further instruments and perform such further acts as may be necessary to fulfill the purpose of the corporate debt security indenture.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
FX Haircut Percentage	Captures whether the parties have agreed to specify an FX haircut percentage.	2016 Credit Support Annexes for International Swaps and Derivatives Association agreements only
Garden Leave	Captures provisions relating to garden leave.	Executive employment agreements
"General Partner" Definition	Captures the definition of "General Partner". It does not however capture this defined term in the recitals (use the Parties smart field for that purpose).	Limited partnership agreements
"Good Reason" Definition	Captures the definition of "Good Reason" in employment agreements.	Executive employment and option agreements
Governing Law	Captures the law that governs an agreement.	A variety of agreement types including service, supply, distribution, intellectual property, employment and purchase agreements

Name	Description	Field was trained on
Governing Law (Full Paragraph)	Captures the law that governs an agreement. It was trained to pick up the entire paragraph of the governing law provision.	A variety of agreement types including service, supply, distribution, intellectual property, employment and purchase agreements
Government/ Third Party Authorization Representation	Captures representations that any external authorizations, approvals or consents from any governmental authority or other third party have been obtained or are otherwise not required in connection with the execution of the agreement.	Credit, facility and loan agreements
Grant Date	Captures the date on which the stock option shall be granted. This date is sometimes different than the effective date of the agreement.	Option agreements
Grant of Access to Protected Health Information	Captures the requirement for business associates to grant access to protected health information to covered entities and individuals, pursuant to the Health Insurance Portability and Accountability Act (HIPAA).	Business associate agreements
Gross Income Allocation	Captures the requirement that any partner or member who has a capital account deficit at the end of any partnership/company fiscal year be specially allocated items of gross income and gain to the extent of such deficit.	Limited partnership agreements and LLC operating agreements
Gross Up	Captures a landlord's ability to gross up a tenant's operating expenses in the event that the building is not completely occupied.	Commercial leases
Guarantor	Captures the name of the guarantor.	Commercial leases

Name	Description	Field was trained on
"Guarantor" Definition—Bond Indenture	Captures the definition of "Guarantor" and similar terms.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Hardship	Captures provisions relating to unforeseen events that occur after the execution of the agreement that could result in an excessive burden being placed on one of the parties.	A variety of agreement types including service, intellectual property, supply and distribution agreements
Holdover	Captures the consequences of a tenant continuing to occupy leased premises after the lease term expires.	Commercial leases
Illegality	Captures the notice requirements and consequences of it becoming unlawful for a lender to perform its obligations under the agreement.	Credit, facility and loan agreements
"Immaterial Subsidiary"/"Dormant Subsidiary" Definition	Captures the definitions of "Immaterial Subsidiary" or "Dormant Subsidiary".	Credit, facility and loan agreements
Implementation of Safeguards	Captures the business associate's obligation to implement safeguards, and comply with the Security Rule where applicable, to prevent the unauthorized use or disclosure of protected health information. It does not capture (i) general obligations to comply with the Health Insurance Portability and Accountability Act (HIPAA) or other applicable laws; (ii) specific information security requirements; (iii) inspection or audit rights; or (iv) provisions relating to the Red Flags Rule.	Business associate agreements

Name	Description	Field was trained on
Inability to Determine Rates/ Market Disruption	Captures the notice requirements and consequences in the event that the interest rate is not available or cannot be ascertained.	Credit, facility and loan agreements
Incorporation Number (Articles & Bylaws)	Captures the corporation number.	Articles and bylaws from the United States, Canada, and England and Wales
Increased Capital Requirements	Captures the notice requirements and consequences in the event that a lender determines that, as a result of a change in law, its rate of return on capital has been reduced.	Credit, facility and loan agreements
Increased Costs	Captures the obligation of a borrower to compensate a lender for any increase in costs as a result of a change in law.	Credit, facility and loan agreements
Incremental Facilities	Captures provisions with respect to incremental credit facilities.	Commitment letters
Indebtedness Covenant	Captures covenants of a borrower not to incur any indebtedness, and also captures the definition of "Permitted Indebtedness".	Credit, facility and loan agreements
"Indebtedness" Definition	Captures the definitions of "Indebtedness" or "Debt".	Credit, facility and loan agreements
"Indebtedness" Definition—Bond Indenture	Captures the definitions of "Indebtedness", "Debt", "Guaranteed Indebtedness", "Consolidated Indebtedness", "Consolidated Debt" and similar terms.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada

Name	Description	Field was trained on
Indemnification—Bond Indenture	Captures indemnification provisions.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Indemnification and Expenses	Captures obligations of a borrower to indemnify the lenders, or pay their expenses.	Commitment letters
Indemnification Basket/ Deductible	Captures indemnification provisions that require that aggregate damages exceed a specified threshold before a claim can be made and/or that specify a deductible to which claims are subject.	Share purchase agreements, asset purchase agreements and merger agreements
Indemnification Cap	Captures indemnification provisions that cap the amount of damages that can be claimed.	Share purchase agreements, asset purchase agreements and merger agreements
Indemnification Payment as Adjustment to Purchase Price	Captures the parties' acknowledgment that any indemnification payments made pursuant to the agreement will be treated as an adjustment to the purchase price set forth in the agreement.	Share purchase agreements, asset purchase agreements and merger agreements
"Indemnified Taxes"/"Other Taxes" Definition	Captures the definitions of "Indemnified Taxes", "Other Taxes", "Tax Payment" and "Stamp Taxes".	Credit, facility and loan agreements
Indemnity	Captures indemnification or hold harmless provisions.	A variety of agreement types including service, supply, distribution, intellectual property and employment agreements

Name	Description	Field was trained on
Indemnity—Equipment Lease	Captures indemnity provisions (including tax indemnities) in a lease.	Primarily on United States equipment and other non-real estate leases (including some aircraft leases)
Indemnity (Articles & Bylaws)	Captures indemnification provisions.	Articles and bylaws from the United States, Canada, and England and Wales
Independent Amount	Captures whether a posting of an independent amount will be required (either a fixed sum or a percentage of the notional amount of the transactions).	The Credit Support Annexes for International Swaps and Derivatives Association agreements
Independent Contractors	Captures an acknowledgment by parties to an agreement that their relationship is that of independent contractors.	Supply agreements and distribution agreements
Independent Legal Advice	Captures an acknowledgment by an employee that he or she has had the opportunity to obtain independent legal advice.	Executive employment agreements
Inflation/Index Rent Adjustment—Lease Accounting	Captures adjustments to rent based on inflation or a change in a specified index and includes related definitions. It also captures adjustments to rent based on a fixed percentage that approximates inflation. It does not capture adjustments to expenses or other amounts under a lease based on inflation or a change in a specified index nor does it capture adjustments to rent based on changes in market rental values.	Commercial real estate leases and equipment leases
Information Rights	Captures a shareholder's right to access financial or other information about a company.	Shareholders' agreements

Name	Description	Field was trained on
Initial Fee—Franchise	Captures provisions relating to the initial fee franchisees must pay to set up the initial franchise. It also includes one time fees payable, such as relocation fees or transfer fees.	Franchise agreements
Initial Term	Captures the initial term of an agreement, excluding any extensions or renewals.	A variety of agreement types including service, supply, distribution, intellectual property, employment, and franchise agreements
Injunctive Relief	Captures whether a party has the right to seek injunctive relief.	A variety of agreement types including service, intellectual property, supply, distribution, and non-disclosure agreements
Inspection of Internal Practices, Books and Records	Captures the business associate's obligation to make its internal practices, books and records relating to the use and disclosure of protected health information available to the Secretary of Health and Human Services.	Business associate agreements
Insurance	Captures a party's obligation to obtain insurance, but does not include insurance-related indemnity obligations.	A variety of agreement types including service, supply, distribution, intellectual property, employment, purchase and lease agreements
Insurance—Lease	Captures a party's obligations to provide insurance under a lease, the specifications for such insurance, and a party's rights to settle and hold insurance proceeds.	United States and Canadian leases

Name	Description	Field was trained on
Insurance Agency Standard	Captures a party's obligation to obtain insurance from companies with a certain agency standard/rating.	A variety of agreement types including service, intellectual property, supply, and distribution agreements
Insurance Condition—Credit Agreement	Captures conditions of borrowing with respect to the delivery of evidence of required insurance.	Credit, facility and loan agreements
Insurance Covenant	Captures covenants of a borrower to maintain insurance.	Credit, facility and loan agreements
Insurance Obligations—"Insured Risks" Definition	Captures the definition of "Insured Risks" in leases.	Commercial and residential real estate leases governed by the laws of England and Wales
Insurance Obligations—"Uninsured Risks" Definition	Captures the definitions of "Uninsured Risks", "Uninsured Damage", "Policy Exclusions" and "Excluded Risks" in leases.	Commercial and residential real estate leases governed by the laws of England and Wales
Insurance Obligations—Equipment Leases	Captures lessee's (and, if applicable, lessor's) obligation to obtain insurance.	Primarily on United States equipment and other non-real estate leases (including some aircraft leases)
Insurance Obligations—Insurance Rent	Captures a tenant's obligation to pay insurance rent, any definition of "Insurance Rent" and its contents and any specified proportion of insurance rent. It also captures an obligation to pay for valuations and re-valuations related to insuring the premises, but excludes consequential payments under insurance.	Commercial and residential real estate leases governed by the laws of England and Wales

Name	Description	Field was trained on
Insurance Obligations—Landlord's Obligations	Captures a landlord's insurance obligations under a lease, but excludes the obligation to produce evidence of insurance to a tenant and reinstatement obligations or limitations on a landlord's obligation to insure.	Commercial and residential real estate leases governed by the laws of England and Wales
Insurance Obligations—Reinstatement	Captures the primary obligation to reinstate the premises following damage or destruction of the premises by an insured or uninsured risk. Regarding uninsured risks, it includes the right of a landlord to either elect to reinstate or to determine the lease. This smart field excludes the obligation of a tenant to contribute or to lay out monies received where a tenant has vitiated insurance, increased the cost of insurance by any act or default or has effected insurance where it was prohibited from doing so.	Commercial and residential real estate leases governed by the laws of England and Wales
Insurance Obligations—Rent Cesser	Captures suspension of rent provisions as a result of damage or destruction of the premises by an insured or uninsured risk.	Commercial and residential real estate leases governed by the laws of England and Wales
Insurance Obligations—Tenant's Obligations	Captures a tenant's (i) negative insurance covenants (e.g. not to vitiate insurance, to effect insurance, or to adversely affect the landlord's insurance), (ii) obligation to comply with requirements and recommendations of an insurer, (iii) obligation to vacate the premises following an insurance event, (iv) obligation to contribute to reinstatement or make payment to a landlord in the event of vitiation of insurance and (v) obligation to make payment to a landlord where a tenant effects separate insurance, but excludes an obligation to insure plate glass and third-party insurance.	Commercial and residential real estate leases governed by the laws of England and Wales

Name	Description	Field was trained on
Insurance Obligations—Termination on Damage and Destruction	Captures any automatic trigger or option of a landlord or tenant to determine the lease in the event of damage or destruction to the premises by an insured or uninsured risk.	Commercial and residential real estate leases governed by the laws of England and Wales
Insurance Representation	Captures representations with respect to a party's insurance coverage.	Share purchase agreements, asset purchase agreements and merger agreements
Intellectual Property Representation	Captures representations with respect to intellectual property matters.	Share purchase agreements, asset purchase agreements and merger agreements
Intellectual Property Representation—Credit Agreement	Captures representations that a loan party/obligor owns or has the right to use all of its intellectual property and has not infringed on the intellectual property rights of any other person.	Credit, facility and loan agreements
Interest and Penalties—Equipment Lease	Captures provisions addressing interest and penalties assessed against lessee for late payment, etc.	Primarily on United States equipment and other non-real estate leases (including some aircraft leases)
Interest Calculation—Credit Agreement	Captures the way in which interest on a loan will accrue and be calculated (e.g. on the basis of a 360 day year).	Credit, facility and loan agreements
Interest Calculation/Payment	Captures the way in which interest is calculated and timing of payment.	Commitment letters

Name	Description	Field was trained on
Interest on Overdue Payments	Captures the interest rate or late fee applicable to overdue payments.	A variety of agreement types including service, intellectual property, supply and distribution agreements
Interest Payment Dates	Captures the timing of interest payments on a loan (e.g. monthly, in arrears, on the first day of each month).	Credit, facility and loan agreements
"Interest Period" Definition	Captures the definition of "Interest Period".	Credit, facility and loan agreements, but not on intercreditor agreements
Interest Rate—Bond Indenture	Captures interest rates applicable to corporate debt security indentures.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Interest Rate—Credit Agreement	Captures provisions setting out the requirement to pay interest on a loan.	Credit, facility and loan agreements
Interest Rate—CSA	Captures the interest rate that will be paid by the transferee on the cash collateral received from the transferor.	The Credit Support Annexes for International Swaps and Derivatives Association agreements
Interest Rate Amendment	Captures the location of interest rate amendments within the amendments provision to assist in determining the required approvals to amend the interest rate.	Credit, facility and loan agreements, but not on intercreditor agreements
Interest Rate and Margin Terms	Captures interest rates and margins applicable to credit facilities.	Commitment letters

Name	Description	Field was trained on
Interest Rate Floor—Credit Agreement	Captures the negotiated and agreed upon interest rate floor contained in floating rate loan products.	Credit, facility, and loan agreements
"Intervening Event" Definition	Captures the definition of "Intervening Event".	Arrangement agreements and merger agreements
Invention Assignment	Captures the assignment to an employer of inventions created by an employee during the course of employment.	Executive employment agreements
"Inventory" Definition	Captures the definition of inventory as part of the transaction.	Share purchase agreements, asset purchase agreements and merger agreements
"Inventory" Definition—Credit Agreement	Captures the definition of "Inventory" typically referenced in the borrowing base formula for asset based loans.	Credit and loan agreements
Inventory Representation	Captures representations with respect to the inventory of a business.	Share purchase agreements, asset purchase agreements and merger agreements
Investment Company Act Representation	Captures representations of a borrower that it is not an "investment company" within the meaning of the U.S. Investment Company Act of 1940.	Credit, facility and loan agreements
Investments and Acquisitions Covenant	Captures covenants of a borrower not to make investments or purchase other entities, and will also capture the definition of "Permitted Investments" or "Permitted Acquisitions".	Credit, facility and loan agreements
"Investments" Definition—Bond Indenture	Captures the definition of "Investments".	High yield corporate debt security indentures governed by the laws of the United States and Canada

Name	Description	Field was trained on
Invoice Disputes	Captures provisions with respect to invoice disputes.	A variety of agreement types including service, intellectual property, supply and distribution agreements
Invoice Frequency	Captures provisions with respect to the frequency at which invoices are to be delivered.	A variety of agreement types including service, intellectual property, supply and distribution agreements
Invoice Requirements	Captures requirements for invoices, including format and any documents that must accompany an invoice.	A variety of agreement types including service, intellectual property, supply and distribution agreements
Is LIBOR or Eurocurrency referenced in the agreement?	Answers whether "LIBOR", "Eurocurrency" or similar terms are referenced in the agreement.	Credit, facility and loan agreements
Is the "Affiliate" definition modified?	Answers whether there has been any modification of the language contained in the standard definition of "Affiliate" under the definitions section of the Master Agreement. Modifications include: specifying one or more affiliates, specifying that there are no affiliates for purposes of the agreement, or specifying that there are no affiliates.	International Swaps and Derivatives Association agreements
Is the credit event upon merger provision inapplicable to both parties?	Answers whether the credit event upon merger provision is inapplicable to both parties. If the credit event upon merger provision does not apply to both parties, the answer will be "yes." If the credit event upon merger provision applies to both parties or does not apply to one party, the answer will be "no."	International Swaps and Derivatives Association agreements

Name	Description	Field was trained on
Is there a credit ratings downgrade provision?	Answers whether the ISDA schedule contains a credit ratings downgrade provision.	International Swaps and Derivatives Association agreements
Is there a right to publicize the relationship between the parties?	Answers whether parties can publicize their relationship, including issuing press releases or making public annoucements (and using each other's logos), with or without consent of the other party.	Primarily on service, supply, distribution, and intellectual property agreements
Is this an ARD loan?	Answers whether the loan has an anticipated repayment date.	United States credit, facility and loan agreements secured by real property.
Issuance Date—Franchise Disclosure Document	Captures the issuance date of the franchise disclosure document.	Franchise disclosure documents
Issuer Notice of Default—Bond Indenture	Captures the notice obligations of the issuer when there is an event of default.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Item 1—The Franchisor, and any Parent Predecessors and Affiliates	Captures Item 1—The Franchisor, and any Parent Predecessors, and Affiliates of the franchise disclosure document.	Franchise disclosure documents
Item 2—Business Experience	Captures Item 2—Business Experience of the franchise disclosure document.	Franchise disclosure documents
Item 3—Litigation	Captures Item 3—Litigation of the franchise disclosure document.	Franchise disclosure documents

Name	Description	Field was trained on
Item 4—Bankruptcy	Captures Item 4—Bankruptcy of the franchise disclosure document.	Franchise disclosure documents
Item 5—Initial Fees Paid to the Franchisor	Captures Item 5—Initial Fees Paid to the Franchisor of the franchise disclosure document.	Franchise disclosure documents
Item 6—Other Fees	Captures Item 6—Other Fees of the franchise disclosure document.	Franchise disclosure documents
Item 7—Estimated Initial Investment	Captures Item 7—Estimated Initial Investment of the franchise disclosure document.	Franchise disclosure documents
Item 8—Restrictions on Sources of Products and Services	Captures Item 8—Restrictions on Sources of Products and Services of the franchise disclosure document.	Franchise disclosure documents
Item 9—Franchisee's Obligations	Captures Item 9—Franchisee's Obligations of the franchise disclosure document.	Franchise disclosure documents
Item 10—Financing	Captures Item 10—Financing of the franchise disclosure document.	Franchise disclosure documents
Item 11—Franchisor's Assistance, Advertising, Computer Systems and Training	Captures Item 11—Franchisor's Assistance, Advertising, Computer Systems and Training of the franchise disclosure document.	Franchise disclosure documents
Item 12—Territory	Captures Item 12—Territory of the franchise disclosure document.	Franchise disclosure documents

Name	Description	Field was trained on
Item 13—Trademarks	Captures Item 13—Trademark of the franchise disclosure document.	Franchise disclosure documents
Item 14—Patents, Copyrights and Proprietary Information	Captures Item 14—Patents, Copyrights and Proprietary Information of the franchise business of the franchise disclosure document.	Franchise disclosure documents
Item 15—Obligation To Participate in the Actual Operation of the Franchise Business	Captures Item 15—Obligation to Participate in the Actual Operation of the Franchise Business of the franchise disclosure document.	Franchise disclosure documents
Item 16—Restrictions on What the Franchisee May Sell	Captures Item 16—Restrictions on What the Franchisee May Sell of the franchise disclosure document.	Franchise disclosure documents
Item 17—Renewal, Termination, Transfer, and Dispute Resolution	Captures Item 17—Renewal, Termination, Transfer, and Dispute Resolution of the franchise disclosure document.	Franchise disclosure documents
Item 18—Public Figures	Captures Item 18—Public Figures of the franchise disclosure document.	Franchise disclosure documents
Item 19—Financial Performance Representations	Captures Item 19—Financial Performance Representations of the franchise disclosure document.	Franchise disclosure documents
Item 20—Outlets and Franchisee Information	Captures Item 20—Outlets and Franchisee Information of the franchise disclosure document.	Franchise disclosure documents

Name	Description	Field was trained on
Item 21—Financial Statements	Captures Item 21—Financial Statements of the franchise disclosure document.	Franchise disclosure documents
Item 22—Contracts	Captures Item 22—Contracts of the franchise disclosure document.	Franchise disclosure documents
Item 23—Receipts	Captures Item 23—Receipts of the franchise disclosure document.	Franchise disclosure documents
Jury Trial Waiver	Captures a party's agreement to waive its right to a jury trial.	Share purchase agreements, asset purchase agreements and merger agreements
Know Your Customer Condition—Credit Agreement	Captures conditions of borrowing with respect to the delivery of "know your customer" and anti-money laundering documentation.	Credit, facility and loan agreements
Know Your Customer/ Patriot Act Condition	Captures conditions of borrowing with respect to delivering documentation pursuant to "know your customer" regulations and the U.S. Patriot Act.	Commitment letters
"Knowledge" Definition	Captures the definition of "Knowledge" in purchase agreements.	Share purchase agreements, asset purchase agreements and merger agreements
Labor and Employment Representation—Credit Agreement	Captures representations with respect to labor and employment matters.	Credit, facility and loan agreements

Name	Description	Field was trained on
Landlord	Captures the name of a landlord.	Commercial and residential real estate leases governed by the laws of England and Wales
Landlord Consent for Lease Transfer	Captures the requirement that a tenant obtain the consent of the landlord to assign, sublet, mortgage, pledge, hypothecate, encumber or otherwise transfer a lease to a third party.	Commercial leases
Landlord Remedies Upon Events of Default—Lease	Captures the remedies available to a landlord in the event that a tenant defaults under a lease. This smart field primarily captures general remedies and is not intended to capture remedies for specific tenant breaches unless such specific tenant breach gives the landlord a right to terminate the lease.	Leases from the United States and Canada
Landlord's Default—Cure Periods	Captures the amount of time a landlord has to cure a default in its performance of its obligations under a lease.	Leases from the United States and Canada
Lapse Date	Captures the lapse date of the Uniform Commercial Code financing statement.	Standard UCC-1 forms
Late Payment and Grace Period	Captures the charge to a tenant in the event of late payment of base rent or any other sum payable under the lease, including any applicable grace period.	Commercial leases
Lease Grant—Equipment Lease	Captures lessor's agreement to grant a lease of the leased property to lessee.	Primarily on United States equipment and other non-real estate leases (including some aircraft leases)

Name	Description	Field was trained on
Lease Term (England)	Captures the initial term of a lease.	Commercial and residential real estate leases governed by the laws of England and Wales
Lease Transfer Fees	Captures any fees, costs or expenses payable by the tenant to the landlord in the event of a transfer of the lease by the tenant.	Commercial leases
Leased Premises	Captures the description of leased premises, including the square footage.	Commercial leases
Leased/Demised Premises (England)	Captures the description or definition of the leased/demised premises.	Commercial and residential real estate leases governed by the laws of England and Wales
Legal Defeasance—Bond Indenture	Captures the legal defeasance requirements that, if satisfied, relieve the issuer's obligation to comply with any covenants, including payment obligations, contained in the indenture.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Legal Description	Captures metes and bounds legal descriptions.	Commercial leases
Legal Opinions Condition	Captures the closing condition that an opinion of legal counsel is required, and includes opinions to be delivered as part of closing deliverables.	Share purchase agreements, asset purchase agreements and merger agreements
Legally Ineligible Credit Support	Captures whether the parties have agreed that the standard "Legally Ineligible Credit Support (VM)" applies.	2016 Credit Support Annexes for International Swaps and Derivatives Association agreements only

Name	Description	Field was trained on
Legislation	Captures the obligation of a tenant to comply with certain legislation and statutes.	Commercial and residential real estate leases governed by the laws of England and Wales
Lender's Assignment Rights and Required Consents	Captures the right of a lender to assign a loan and any consents required in connection with such assignment.	Credit, facility and loan agreements
Lessor's Right of Inspection—Equipment Lease	Captures lessor's right to inspect the leased property and lessee's records during the term of the lease.	Primarily on United States equipment and other non-real estate leases (including some aircraft leases)
Lessor's Right to Cure—Equipment Lease	Captures lessor's right to cure any defect in lessee's performance under the lease (and to seek compensation/reimbursement therefor).	Primarily on United States equipment and other non-real estate leases (including some aircraft leases)
Letter of Credit Fees	Captures fees applicable to letters of credit.	Commitment letters
Letter of Credit Fees—Credit Agreement	Captures fees payable to a letter of credit issuer upon issuance.	Credit, facility and loan agreements
Leverage Ratio—Bond Indenture	Captures the leverage ratio covenants for various forms of leverage ratios.	High yield corporate debt security indentures governed by the laws of the United States and Canada

Name	Description	Field was trained on
"Leverage Ratio"/"Adjusted Leverage" Definition	Captures the definitions of "Leverage Ratio", "Leverage", "Adjusted Leverage" and similar concepts related to the ratio of debt to earnings.	Credit, facility and loan agreements
Liability Cap	Captures caps on the amount of a landlord's or guarantor's liability with respect to a lease.	Leases from the United States and Canada
Liability for Taxes	Captures provisions relating to a party's liability to pay taxes under an agreement, including the obligation to gross-up or otherwise indemnify the other party for any withholding or deduction for taxes from a payment made under the agreement. It does not capture provisions relating to tax contests. It also generally does not capture tax-related definitions.	Primarily on service, supply, distribution and intellectual property agreements
Liability for Taxes—Lease Accounting	Captures provisions relating to a party's liability to pay taxes under a lease. It does not capture references to taxes as a listed component of "Operating Expenses" (or any similar defined term) nor does it capture provisions relating to tax contests. It also generally does not capture tax-related definitions.	Commercial real estate leases and equipment leases
Liability on Termination	Captures provisions relating to a party's liability resulting from the termination of an agreement (including a partial termination), including the requirement to pay termination fees and/or damages. It also generally captures provisions relating to a party's liability resulting from the cancellation of any obligation under the agreement, including the requirement to pay a cancellation fee. It does not capture provisions relating to a party's agreement to continue performance under an agreement after termination, including the provision of termination or transition services.	Primarily on service, supply, distribution and intellectual property agreements

Name	Description	Field was trained on
Liability on Termination—Lease Accounting	Captures provisions relating to a party's liability resulting from the termination of a lease, including termination fees, consequences of holding over, refunds of deposits or pre-paid amounts, and responsibility for removing property and effecting repairs. In the case of equipment leases, it also generally captures provisions relating to a party's liability resulting from an event of loss with respect to a leased asset. It does not capture general indemnity provisions.	Commercial real estate leases and equipment leases
"LIBOR" Definition—Bond Indenture	Captures the definition of "LIBOR" and all similar or related definitions.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
LIBOR Fallback Mechanism—Credit Agreement	Captures the process by which a fallback benchmark rate is to be determined following a permanent transition away from LIBOR.	Credit, facility and loan agreements that were dated on or after July 2017.
LIBOR Initial Determination—Bond Indenture	Captures the process for the initial determination of "LIBOR".	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
"LIBOR" or "Eurocurrency" Definition	Captures the definitions of "LIBOR", "Eurocurrency" and all similar or related definitions including "Screen Rate" and "Interpolated Rate".	Credit, facility and loan agreements
License Grant	Captures the scope of the rights that a licensor grants to a licensee.	A variety of agreement types including service, supply, distribution, intellectual property, and franchise agreements

Name	Description	Field was trained on
Lien/Negative Pledge Covenant —Bond Indenture	Captures the covenant restricting the issuer's ability to incur additional liens, subject to carve-outs for specified permitted liens. This smart field also captures the definitions of "Liens", "Permitted Liens" and similar definitions.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
"Lien"/"Permitted Liens" Definition— Bond Indenture	Captures the definitions of "Liens", "Permitted Liens" and similar terms.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Liens Covenant/ Negative Pledge	Captures covenants of a borrower not to permit any liens on its assets, and will also capture the definition of "Permitted Liens" or "Permitted Encumbrances".	Credit, facility and loan agreements
Life Insurance— Employment	Captures the right or obligation of an employer to provide life insurance to an employee.	Executive employment agreements
Limitation for Punitive, Consequential or Incidental Damages	Captures the exclusion from damages of punitive, consequential and/or incidental losses, as well as exemplary, special or similar losses.	Share purchase agreements, asset purchase agreements and merger agreements
Limitation of Liability	Captures provisions that limit a party's liability under the agreement.	A variety agreement types including service, supply, distribution, intellectual property, employment and purchase agreements
Limitation of Liability— Financial Cap	Captures provisions relating to capping the amount of financial liability that a party would be responsible for.	General commercial agreements like license and service agreements, in addition to data protection addenda

Name	Description	Field was trained on
Limitation of Liability—Limited Partner/Member	Captures provisions describing the extent to which a limited partner or member's liability with respect to the partnership or company is limited.	Limited partnership agreements and LLC operating agreements
Limitation of Liability—Loss of Data	Captures provisions relating to the limitation of liability for loss of data.	General commercial agreements like license and service agreements, in addition to data protection addenda
Limitation on Additional Debt Covenant—Bond Indenture	Captures the covenant limiting the issuer's ability to incur additional debt. Additionally, this smart captures the situations when the issuer may issue permitted debt or issue debt within compliance with certain financial ratios. This smart field also captures the definition of "Permitted Indebtedness", "EBITDA", "Consolidated Interest Expense", definitions related to coverage or leverage ratios, and similar definitions.	High yield corporate debt security indentures governed by the laws of the United States and Canada
Limitation on Designation of Early Termination Date	Captures the limitation that, if there is an event of default, a potential event of default or a termination event, the non-defaulting party must designate an early termination date within a certain period of time after receiving notice of such event; otherwise, it forfeits its right to terminate based on such event. It also captures the qualification that the condition precedent that no event of default or potential event of default has occurred and is continuing is subject to the foregoing limitation (i.e., this condition precedent will cease to be applicable where the non-defaulting party has failed to respond to such event within a certain period).	International Swaps and Derivatives Association agreements
Limitation on Dividend Stopper Covenant—Bond Indenture	Captures the issuer's covenant to prohibit subsidiaries from entering arrangements that would prevent the subsidiaries from issuing dividends and other payments up to the issuer.	High yield corporate debt security indentures governed by the laws of the United States and Canada

Name	Description	Field was trained on
Limitation on Loss Allocation—LPA/LLC	Captures provisions limiting the allocation of losses to a partner or member to the extent that such allocation would result in a capital account deficit.	Limited partnership agreements and LLC operating agreements
Limitation on Suits—Bond Indenture	Captures limitations as to the ability of a holder of corporate debt securities to pursue a remedy under the indenture.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Limitations on LP/Member Authority—LPA/LLC	Captures the requirement that limited partners of a limited partnership or members of a limited liability company not participate in the management of the partnership or company.	Limited partnership agreements and LLC operating agreements
Limitations on Requests to Use or Disclose	Captures limitations on the covered entity's right to request that the business associate use or disclose protected health information in a manner that would not be permitted if done by the covered entity.	Business associate agreements
"Limited Partner" Definition	Captures the definition of "Limited Partner". It does not however capture this defined term in the recitals (use the Parties smart field for that purpose).	Limited partnership agreements
Liquidated Damages	Captures a party's entitlement to liquidated damages on the occurrence of specified events.	A variety of agreement types including service, supply, distribution and intellectual property agreements
Liquidation Preferences (Articles & Bylaws)	Captures the ranking and rights of securities upon a liquidation and winding up of the company.	Articles and bylaws from the United States, Canada, and England and Wales

Name	Description	Field was trained on
Litigation Representation	Captures representations with respect to pending or threatened litigation proceedings against a party (also referred to as "Proceedings").	Share purchase agreements, asset purchase agreements and merger agreements
Litigation Representation—Credit Agreement	Captures only the general litigation representation that there are no adverse claims, actions or other proceedings pending or threatened against a loan party/obligor and not specific references to litigation or other proceedings (e.g. environmental claims, tax proceedings, etc.) contained in other representations.	Credit, facility and loan agreements
"Loan Documents" Definition	Captures the definitions of "Loan Documents" and "Finance Documents".	Credit, facility and loan agreements
Location of Equipment—Equipment Lease	Captures the location in which the leased property will be kept during the term of the lease, including any restriction on changing such location.	Primarily on United States equipment and other non-real estate leases (including some aircraft leases)
Lock-Up/Market Stand-Off	Captures provisions that prohibit the option holder from selling or otherwise transferring any shares during a specified period following the exercise of the stock option. This type of provision is often called "Lock-up" or "Market Stand-Off".	Option agreements
"Losses"/"Damages" Definition	Captures the definition of "Losses" or "Damages" used in an indemnity provision of a purchase agreement (and will also capture references to costs, claims, liabilities and other losses in indemnity provisions that are not part of a defined term).	Share purchase agreements, asset purchase agreements and merger agreements
Maintenance and Preservation of Assets Covenant	Captures covenants of a borrower to maintain and preserve all property and assets necessary to conduct its business.	Credit, facility and loan agreements

Name	Description	Field was trained on
Maintenance of Office or Agency Covenant—Bond Indenture	Captures the covenant requiring the issuer to maintain an office or agency for resolving matters, e.g., presentation and surrender for payment, involving corporate debt securities.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Maintenance of Property and Insurance Covenant—Bond Indenture	Captures the covenant requiring the issuer to maintain the material property used in its business and to maintain appropriate levels and types of insurance on its business.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Maintenance of Ratings Affirmative Covenant	Captures covenants of a borrower to maintain its credit rating.	Credit and loan agreements
Maintenance of Records	Captures the obligation of a party to maintain books and/or records. This broad smart field captures different types of record and bookkeeping, from minute books to records of data processing activities. It does not capture the representation that books have been maintained, nor does it deal with access or retention of books and/or records.	Commercial agreements like service, license and distribution agreements as well as data protection addenda
Majority Class Approval	Captures waivers, amendments and other actions requiring the consent of a majority of lenders in the class affected thereby.	Credit, facility and loan agreements
Make Whole Provision—Bond Indenture	Captures the make whole provision allowing the issuer to call the debt securities prior to maturity in return for a payment to the debt holders to compensate for potential lost interest. This smart field also captures the definition of "Applicable Premium" and similar terms.	High yield corporate debt security indentures governed by the laws of the United States and Canada

Name	Description	Field was trained on
Mandatory Prepayments	Captures events that trigger mandatory prepayments of loans.	Commitment letters
Mandatory Prepayments—Credit Agreement	Captures the events pursuant to which a borrower will be required to prepay its loan.	Credit, facility and loan agreements
Manner of Exercise	Captures how the option holder may exercise his/her stock options. This often includes delivery of a notice of exercise in a prescribed manner along with payment of the exercise price. The particular methods of payment available to the option holder can be found using the "Method of Payment—Option Agreements" smart field.	Option agreements
Margin Regulations Representation	Captures representations of a borrower that it is not in the business of holding "margin stock" as defined in Regulation U of the U.S. Board of Governors Federal Reserve System.	Credit and loan agreements
Market Quotation	Captures the definition of "Market Quotation".	International Swaps and Derivatives Association agreements
Marketing Period Closing Condition	Captures the requirement that the closing occur after the marketing period has ended (or during the marketing period if acquirer so chooses). It is recommended that this smart field be used together with the "Marketing Period" Definition smart field.	Share purchase agreements, asset purchase agreements, arrangement agreements, and merger agreements
"Marketing Period" Definition	Captures the definition of "Marketing Period". It is recommended that this smart field be used together with the Marketing Period Closing Condition smart field.	Share purchase agreements, asset purchase agreements, arrangement agreements, and merger agreements

Name	Description	Field was trained on
Marketing/ Syndication Period	Captures marketing or syndication periods applicable to credit facilities, and any marketing/syndication period conditions of borrowing.	Commitment letters
Material Adverse Change (Broad)	Captures provisions relating to situations in which there is a material adverse change to one or both of the parties that is not contemplated when the agreement is executed.	A variety of agreement types including service, intellectual property, supply and distribution agreements
Material Adverse Change Representation—Credit Agreement	Captures representations of a borrower that there has been no material adverse change in its business or financial condition since the date of specified financial statements.	Credit, facility and loan agreements
"Material Adverse Effect" Definition	Captures the definition of "Material Adverse Effect" in a purchase agreement.	Share purchase agreements, asset purchase agreements and merger agreements
"Material Adverse Effect" Definition—Credit Agreement	Captures the definitions of "Material Adverse Change" or "Material Adverse Effect".	Credit, facility and loan agreements
"Material Adverse Effect" Definition— Exceptions	Captures all events that are excluded from the definition of "Material Adverse Effect" in a purchase agreement.	Share purchase agreements, asset purchase agreements and merger agreements
"Material Adverse Effect" Definition— Exceptions—Acts of War	Captures exceptions for acts of war, major hostilities and terrorism within the definition of "Material Adverse Effect" in a purchase agreement.	Share purchase agreements, asset purchase agreements and merger agreements

Name	Description	Field was trained on
"Material Adverse Effect" Definition— Exceptions— Announcement of Transaction	Captures exceptions for adverse effects that arise from the announcement or public disclosure of the transaction within the definition of "Material Adverse Effect" in a purchase agreement.	Share purchase agreements, asset purchase agreements and merger agreements
"Material Adverse Effect" Definition— Exceptions— Changes in GAAP	Captures exceptions for changes in Generally Accepted Accounting Principles (GAAP) or other accounting standards within the definition of "Material Adverse Effect" in a purchase agreement.	Share purchase agreements, asset purchase agreements and merger agreements
"Material Adverse Effect" Definition— Exceptions— Changes in Law	Captures exceptions for changes in law within the definition of "Material Adverse Effect" in a purchase agreement.	Share purchase agreements, asset purchase agreements and merger agreements
"Material Adverse Effect" Definition— Exceptions— Changes in Political Conditions	Captures exceptions for changes in political conditions within the definition of "Material Adverse Effect" in a purchase agreement.	Share purchase agreements, asset purchase agreements and merger agreements
"Material Adverse Effect" Definition— Exceptions— Consummation of the Transaction	Captures exceptions for adverse effects that arise from the consummation of the transaction within the definition of "Material Adverse Effect" in a purchase agreement.	Share purchase agreements, asset purchase agreements and merger agreements
"Material Adverse Effect" Definition— Exceptions— Disproportionate Impact	Captures exceptions for events that have a disproportionate impact on a party, relative to others within its industry, within the definition of "Material Adverse Effect" in a purchase agreement.	Share purchase agreements, asset purchase agreements and merger agreements

Name	Description	Field was trained on
"Material Adverse Effect" Definition— Exceptions— Economic Conditions	Captures exceptions for changes in general economic conditions, securities markets, exchange rates or interest rates within the definition of "Material Adverse Effect" in a purchase agreement.	Share purchase agreements, asset purchase agreements and merger agreements
"Material Adverse Effect" Definition— Exceptions— Failure to Meet Projections	Captures exceptions for adverse effects that arise from the failure of the target company to meet projections, forecasts or estimates within the definition of "Material Adverse Effect" in a purchase agreement.	Share purchase agreements, asset purchase agreements and merger agreements
"Material Contract" Definition	Captures the definition of the material or major contracts.	Underwriting agreements and purchase agreements
"Material Subsidiary" Definition	Captures the definition of "Material Subsidiary".	Credit, facility and loan agreements
Materiality Qualifier	Captures the level of accuracy required in the "bring-down" of a party's representations and warranties (e.g., accurate in all respects, accurate in all material respects, accurate in all respects except for inaccuracies which do not constitute and could not reasonably be expected to have a Material Adverse Effect).	Share purchase agreements, asset purchase agreements and merger agreements
Materiality Scrape	Captures provisions that disregard all qualifications of materiality contained in representations and warranties.	Share purchase agreements, asset purchase agreements and merger agreements
Maturity	Captures a credit facility's maturity date.	Commitment letters

Name	Description	Field was trained on
Maturity Date—Bond Indenture	Captures the maturity dates applicable to corporate debt security indentures.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Maturity Date—Incremental Facility	Captures the maturity date restrictions for incremental facilities / increases in commitment. This smart field has not been trained to capture similar provisions regarding refinance / replacement facilities, incremental notes, or incremental equivalent debt. It is recommended that this smart field be used together with the other Incremental Facility smart fields.	Credit, facility, and loan agreements
"Maturity Date"/"Termination Date" Definition	Captures the definitions of "Maturity Date" and "Termination Date".	Credit, facility and loan agreements
Maximum Amount / Free and Clear—Incremental Facility	Captures the maximum amount allowed (i.e. free and clear) for incremental facilities / increases in commitment. This smart field has not been trained to capture similar provisions regarding refinance / replacement facilities, incremental notes, or incremental equivalent debt. It is recommended that this smart field be used together with the other Incremental Facility smart fields.	Credit, facility, and loan agreements
"Me Too" Representation and Warranty	Captures representations with respect to pending or past harassment allegations against an executive of the corporation, which has been included in recent M&A transaction agreements as a result of the "me too" movement.	Share purchase agreements, asset purchase agreements, and merger agreements

Name	Description	Field was trained on
Mechanic's Lien	Captures the tenant's obligation to keep the land and leased premises free of liens, including liens of parties who supply materials or make improvements to the leased premises on behalf of the tenant. This smart field also captures requirements to promptly pay such parties.	Leases from the United States and Canada
Merger Covenant —Bond Indenture	Captures the covenant restricting the issuer and any guarantors from merging, consolidating or selling substantially all of its assets, unless certain conditions provided for in the indenture are satisfied.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Method of Payment—Option Agreements	Captures the methods by which the option holder may pay the exercise price when electing to exercise the stock option. This often includes traditional methods such as cash, cheque and wire transfer, as well as alternative methods such as cashless exercise, net exercise, and others.	Option agreements
Minimum Amount —Incremental Facility	Captures the minimum amount allowed for incremental facilities / increases in commitment. This smart field has not been trained to capture similar provisions regarding refinance / replacement facilities, incremental notes, or incremental equivalent debt. It is recommended that this smart field be used together with the other Incremental Facility smart fields.	Credit, facility, and loan agreements
Minimum Gain Chargeback	Captures the requirement that items of income or gain be specially allocated to partners/ members who received (i) the benefit of nonrecourse deductions or (ii) distributions attributable to nonrecourse debt, if there is a decrease in partnership minimum gain during the relevant period.	Limited partnership agreements and LLC operating agreements

Name	Description	Field was trained on
Minimum Necessary Standard	Captures provisions relating to each party's obligation to limit the use and/or disclosure of protected health information to the minimum amount necessary. It does not capture detailed lists of exceptions to the minimum necessary requirement.	Business associate agreements
Minimum Purchase Amounts	Captures the minimum amounts (dollar value and/or units) that must be purchased by a buyer or provided by a supplier, as well as consequences for failure to meet such requirements.	A variety of agreement types including service, intellectual property, supply and distribution agreements
Minimum Transfer Amount	Captures the minimum amount of collateral that is to be transferred at any given time to prevent costly transfers of low amounts of collateral.	The Credit Support Annexes for International Swaps and Derivatives Association agreements
Mitigation	Captures the business associate's obligation to mitigate the harmful effects of any unauthorized use or disclosure of protected health information. It does not capture provisions relating to the Red Flags Rule.	Business associate agreements
Model Articles—England & Wales	Captures general language declaring the extent to which model articles are incorporated or excluded by the articles of association. This smart field does not capture language which specifies changes to the articles of association.	Articles of association from England and Wales.
Money Held in Trust—Bond Indenture	Captures the provision specifying that the indenture trustee is not liable for interest on money held in trust and that such money need not be segregated unless required by law.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada

Name	Description	Field was trained on
Most Favored Nation	Captures the requirement that a party must receive rights and benefits that are equal to or more favorable than the rights and benefits received by any third parties (also referred to as "Most Favored Customer" or "MFN").	A variety of document types including customer, distribution, credit, purchase and service agreements
Multibranch Clause	Captures whether or not the parties to an agreement are "Multibranch" parties.	International Swaps and Derivatives Association agreements
Name and Contact at Filer	Captures the name and contact at the filer of the Uniform Commercial Code financing statement. Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms
Name of Partnership/ Company	Captures information regarding the name of a limited partnership or limited liability company.	Limited partnership agreements and LLC operating agreements
Negative Covenants	Captures the negative covenants of a borrower.	Commitment letters
Net Lease	Captures the agreement by a tenant that a lease is a net lease and that the tenant is responsible for operating costs, taxes and other expenses.	Commercial leases
Net Lease/ Obligations Unconditional— Equipment Lease	Captures language stating that a lease is a net lease and that lessee's obligations under the lease are unconditional.	Primarily on United States equipment and other non-real estate leases (including some aircraft leases)
"Net Orderly Liquidation Value" Definition	Captures the definitions of "Net Orderly Liquidation Value" or "Appraised Value" typically referenced in the borrowing base formula for asset based loans.	Credit and loan agreements

Name	Description	Field was trained on
"Net Sales" Definition	Captures the definition of "Net Sales" in a commercial agreement. Where applicable, it will also generally capture provisions that modify the definition of "Net Sales" for the purposes of such agreement.	Primarily on intellectual property agreements. It was also trained on service, supply and distribution agreements
Netting of Payments	Captures whether the multiple transaction payment netting provision applies.	International Swaps and Derivatives Association agreements
New Lease (Lender Right)	Captures the right of a lender to obtain a new lease from a landlord following the termination of the lease between the landlord and tenant or rejection of the lease in bankruptcy.	Ground Leases from the United States and Canada
No Burdensome Restriction Representation	Captures representations of a borrower that it is not a party to any agreement that has or is reasonably likely to have a material adverse effect.	Credit and loan agreements
No Default Representation	Captures representations that no existing or foreseeable default or event of default has occurred or is occurring, including with respect to any material agreements.	Credit, facility and loan agreements
No Legal Obligation, Representation or Warranty	Captures the acknowledgement that the non-disclosure agreement does not create any legal obligation, representation or warranty with respect to the associated transaction.	Non-disclosure agreements
No Legal Proceedings Challenging Transaction Condition	Captures the closing condition that no governmental authority has issued any order, taken any action or enacted any law that restrains, makes illegal or otherwise prohibits the consummation of the transaction contemplated by the agreement. It will also capture the condition that there are no actions or proceedings by third parties seeking to restrain closing of the transaction.	Share purchase agreements, asset purchase agreements and merger agreements

Name	Description	Field was trained on
No Material Adverse Change Condition	Captures conditions of borrowing with respect to material adverse changes or effects (and will also capture the requirement to include a no material adverse change representation in the credit agreement).	Commitment letters
No Material Adverse Effect Condition	Captures the closing condition that no material adverse effect or change has occurred since the signing of the agreement and that no event has occurred that has had or would reasonably be expected to result in a material adverse effect or change since the signing of the agreement.	Share purchase agreements, asset purchase agreements and merger agreements
No Undisclosed Liabilities Representation	Captures representations that there are no undisclosed liabilities of a business.	Share purchase agreements, asset purchase agreements and merger agreements
Non-Cancellable Lease—Equipment Lease	Captures provisions stating that lessee may not cancel or terminate a lease during the term, including any waiver by lessee of its right to cancel or terminate the lease.	Primarily on United States equipment and other non-real estate leases (including some aircraft leases)
Non-Compete	Captures restrictions on a party's ability to compete with another party.	A variety of agreement types including service, supply, distribution, intellectual property, employment, purchase, franchise, and option agreements
Non-Disparagement	Captures the agreement by an employee that he or she will not make negative remarks about his or her employer.	Executive employment agreements

Name	Description	Field was trained on
Non-Disturbance/ Quiet Enjoyment	Captures the right of a tenant to peacefully occupy leased premises (including after the sale or foreclosure of the property) and to have quiet enjoyment of the leased premises.	Commercial leases
Nonrecourse Deductions	Captures the manner in which deductions attributable to partnership/company property financed with nonrecourse debt will be allocated among the partners/members.	Limited partnership agreements and LLC operating agreements
Non-Refundable Amounts	Captures provisions relating to any payment, deposit or other amount that is non-refundable under the terms of an agreement.	Primarily on service, supply, distribution and intellectual property agreements
Non-Solicit	Captures restrictive covenants not to solicit (typically customers or employees).	A variety of agreement types including service, supply, distribution, intellectual property, employment, purchase and shareholders' agreements
No-Shop	Captures provisions prohibiting the facilitation or solicitation of competing offers to acquire the target business.	Share purchase agreements, asset purchase agreements and merger agreements
No-Shop— Prohibition/Strict Liability	Captures provisions ascribing strict liability to target should any of its subsidiaries, employees, representatives, etc. breach the no-shop provision. It also captures prohibited actions under the no shop provision, as well as the definition of "Representatives".	Arrangement agreements and merger agreements
Notice	Captures notice provisions in an agreement (including notice address, if listed).	A variety of agreement types including service, supply, distribution, intellectual property, employment and purchase agreements

Name	Description	Field was trained on
Notice (England)	Captures notice provisions in leases.	Commercial and residential real estate leases governed by the laws of England and Wales
Notice Address— Party A	Captures the notice address of Party A.	International Swaps and Derivatives Association agreements
Notice Address— Party B	Captures the notice address of Party B.	International Swaps and Derivatives Association agreements
Notice Addresses —ISDA	Captures the parties' respective addresses for delivery of any notices.	International Swaps and Derivatives Association agreements
Notice by Issuer of Default—Bond Indenture	Captures the covenant of the issuer to provide timely notice of default under the indenture, and information related to the default to the trustee.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Notice for Termination Without Cause or Good Reason	Captures the requirement of an employer to provide notice of termination without cause, or an employee to provide notice of termination without good reason.	Executive employment agreements
Notice of Acquisition Proposal/ Recommendation Change	Captures a target board's obligation to notify the purchaser of the receipt of any competing offer, the occurrence of any intervening event, or its decision to change its recommendation in response to either of the foregoing.	Arrangement agreements and merger agreements

Name	Description	Field was trained on
Notice of Breaches Covenant	Captures covenants of a party to give notice to another party in the event that it has breached the representations, warranties or covenants under the agreement, or becomes aware that a condition of closing cannot be satisfied.	Share purchase agreements, asset purchase agreements and merger agreements
Notice of Material Events Covenant	Captures covenants of a borrower to notify a lender or agent of the occurrence of any material events including litigation proceedings, environmental claims or changes to its business that are likely to have a material adverse effect, or its default under the agreement.	Credit, facility and loan agreements
Notice of Privacy Practices	Captures provisions relating to the covered entity's obligation to notify the business associate of limitations in, or changes to, the covered entity's notice of privacy practices.	Business associate agreements
Notice of Redemption—Bond Indenture	Captures the notice requirements by the issuer to the holders of corporate debt securities regarding redemption of the securities.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Notice Period—Extension Option	Captures notice period requirements for maturity date extension options. It is recommended that this smart field be used together with the other Extension Option smart fields.	Credit, facility, and loan agreements
Notice Period Requirements—Incremental Facility	Captures the notice period requirements for incremental facilities / increases in commitment. This smart field has not been trained to capture similar provisions regarding refinance / replacement facilities, incremental notes, or incremental equivalent debt. It is recommended that this smart field be used together with the other Incremental Facility smart fields.	Credit, facility, and loan agreements

Name	Description	Field was trained on
Notice to Holders—Bond Indenture	Captures how communication and notice to holders shall be delivered.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Notices to Trustee—Bond Indenture	Captures how notices are to be made by the issuer to the trustee of corporate debt securities regarding redemption of the securities. It is recommended that this smart field be used in conjunction with the Notice of Redemption—Bond Indenture and the Notice smart fields.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Notification Time	Captures the time by which certain notifications are to be made, such as the calculations required on a valuation date or a demain for a transfer of collateral.	The Credit Support Annexes for International Swaps and Derivatives Association agreements
Notification Upon Data Breach	Captures the obligation of a party to notify the other party upon a data breach. For data protection addenda, this smart field also captures notification obligations in the event of a court order or other action seeking access to data.	Primarily on service, supply, distribution, intellectual property agreements and data protection addenda
Number of Directors	Captures the minimum and maximum number of directors permitted by the articles and bylaws, and whether this number may be changed. This smart field does not capture directors' classes or the election/removal of directors.	Articles and bylaws from the United States, Canada, and England and Wales
Number of Option Shares	Captures the number of shares that the option holder will have the right to purchase. This smart field does not capture the total number of shares available for grant pursuant to the option plan, only the specific number of shares granted to the option holder.	Option agreements

Name	Description	Field was trained on
Obligations	Captures any obligations under other agreements that are to be secured by the subject collateral.	The Credit Support Annexes for International Swaps and Derivatives Association agreements, and applies only to those governed by New York law
Obligations to Follow System Requirements	Captures the franchisee's operational obligations to manage the franchise in accordance with the franchise system requirements. This includes obligations related to day-to-day operations, products and services, repairs and maintenance, staffing and management, the franchise manual, computer systems, internet usage, and others. This smart field does not capture obligations related to franchise development and construction, marketing, intellectual property and use of marks, compliance with laws, permit and licensing, fees, audit and inspections, financial reporting and taxes, or insurance. For those obligations, it is recommended that you use existing smart fields covering those specific obligations.	Franchise agreements
Offices—ISDA	Captures the applicability of Section 10(a) of the International Swaps and Derivatives Association master agreement, which specifies that, notwithstanding the place of booking office or jurisdiction of incorporation of a party, the obligations of such party are the same as if it had entered into the transaction through its head or home office.	International Swaps and Derivatives Association agreements
Ongoing Fee	Captures provisions relating to ongoing fees or royalties that a franchisee is required to pay the franchisor. It includes ongoing marketing fees, training fees, and any other recurring fees. It does not capture penalties such as late payment fees.	Franchise agreements

Name	Description	Field was trained on
Operating Covenant—Lease	Captures obligations of a tenant under a lease to continuously use, occupy or remain open for business in the leased premises, and events of default for failing to meet such obligations. This smart field also captures express rights of a tenant to "go dark", cease operating or leave the leased premises vacant.	United States and Canadian commercial leases
"Operating Expenses"/"Common Area Maintenance" Definition	Captures the definition of "Operating Expenses" and/or "Common Area Maintenance".	Commercial leases
Opinions Condition—Credit Agreement	Captures conditions of borrowing with respect to the delivery of legal opinions.	Credit, facility and loan agreements
Option/Equity Grant	Captures grants of options or equity to an employee pursuant to his or her employment agreement.	Executive employment agreements
Optional Prepayment	Captures the right of a borrower to prepay a loan voluntarily.	Commitment letters
Optional Redemption—Bond Indenture	Captures redemption provisions at the election of the issuer of the debt only (and not other types of redemptions).	High yield corporate debt security indentures governed by the laws of the United States and Canada
Organizational Changes Covenant	Captures covenants of a borrower not to amend its constitutional documents or change its name, jurisdiction or organizational structure.	Credit, facility and loan agreements

Name	Description	Field was trained on
Other Applicable CSAs	Captures whether the parties have designated any other Credit Support Annex(es) as being applicable for the purposes of the 2016 Credit Support Annex.	2016 Credit Support Annexes for International Swaps and Derivatives Association agreements only
Other Eligible Support	Captures whether any other eligible support (such as a letter of credit or a surety bond) may be used.	The Credit Support Annexes for International Swaps and Derivatives Association agreements, and applies only to those governed by New York law
Other Interest Elections	Captures the parties' election with respect to negative interest and daily interest compounding.	2016 Credit Support Annexes for International Swaps and Derivatives Association agreements only
Other Remedies—Bond Indenture	Captures the remedies other than acceleration, including bringing proceedings at law or in equity to enforce the indenture. It also captures whether the trustee may maintain a proceeding even if it does not possess any of the corporate debt securities or does not produce any of them in the proceeding. It also captures whether a delay or omission by the trustee or any holder in exercising rights or remedies will impair the right or remedy, or constitute a waiver of or acquiescence in the event of default. It also captures whether a remedy is exclusive of any other remedy, and whether all available remedies are cumulative.	High yield corporate debt security indentures governed by the laws of the United States and Canada
Outgoings/Rates	Captures the obligation of a tenant to pay for outgoings and rates under a lease.	Commercial and residential real estate leases governed by the laws of England and Wales

Name	Description	Field was trained on
Owned or Leased Real Property Representation	Captures representations with respect to owned or leased real property.	Share purchase agreements, asset purchase agreements and merger agreements
Ownership of Confidential Information	Captures the acknowledgement that ownership of confidential information is not transferred between parties.	Non-disclosure agreements
Ownership of Intellectual Property— Definitions	Captures the definitions of "Intellectual Property", "Trademarks", "Patents" and similar terms related to intellectual property.	A variety of agreement types including service, intellectual property, supply and distribution agreements
Ownership of Intellectual Property—Joint	Captures intellectual property that is created or owned jointly by the parties under an agreement. It also captures definitions related to joint ownership of intellectual property.	A variety of agreement types including service, intellectual property, supply and distribution agreements
Ownership of Intellectual Property (Broad)	Captures which party owns intellectual property rights under an agreement. This smart field also captures the definitions of "Intellectual Property", "Trademarks", "Patents", and similar terms related to intellectual property, but does not capture assignment of intellectual property rights.	A variety of agreement types including service, intellectual property, supply and distribution agreements
Ownership of Intellectual Property (Narrow)	Captures provisions that specify which party owns intellectual property rights under an agreement, but does not capture relevant definitions, which are captured by another smart field.	A variety of agreement types including service, intellectual property, supply and distribution agreements

Name	Description	Field was trained on
Packaging Requirements	Captures provisions relating to a party's requirements for packaging of goods, including labelling, costs and specific procedures to be followed.	A variety of agreement types including service, supply, distribution and intellectual property agreements
Parking	Captures a tenant's parking rights and associated fees and restrictions, as well as the landlord's ability to relocate the parking spaces.	Commercial leases
Parking (England)	Captures a tenant's parking rights.	Commercial and residential real estate leases governed by the laws of England and Wales
Participant Approval	Captures waivers, amendments and other actions requiring the consent of a party obtaining rights under a participation.	Credit, facility and loan agreements
Participations—Credit Agreement	Captures the right of a lender to sell sub-participations in a loan and any associated requirements, including maintenance of a participation register.	Credit, facility and loan agreements
Parties	Captures the names of the parties to an agreement.	A variety of agreement types including service, supply, distribution, intellectual property, employment and purchase agreements
Partner Minimum Gain Chargeback	Captures the requirement that items of income or gain be specially allocated to partners/members who received (i) the benefit of partner nonrecourse deductions or (ii) distributions attributable to partner nonrecourse debt, if there is a decrease in partner nonrecourse debt minimum gain during the relevant period.	Limited partnership agreements and LLC operating agreements

Name	Description	Field was trained on
Partner Nonrecourse Deductions	Captures the requirement that any partner nonrecourse deductions be allocated to those partners/members who bear the economic risk of loss with respect to the partner nonrecourse liabilities to which such deductions are attributable.	Limited partnership agreements and LLC operating agreements
Partnership/ Company Expenses—LPA/ LLC	Captures provisions relating to a limited partnership or limited liability company's obligation to pay its ongoing business or operating expenses, including the obligation to reimburse the general partner or manager (or a director, committee member, etc. where applicable) for any such expenses incurred on its behalf. It does not capture management fees paid to the general partner or manager, non-reimbursable expenses of the partners/members, capital contributions to fund expenses, or expense-related defined terms.	Limited partnership agreements and LLC operating agreements
Partnership/ Company Records & Audit Rights	Captures provisions relating to a limited partnership or limited liability company's obligation to maintain books and records. It also captures the rights of partners or members to inspect or otherwise gain access to such books and records.	Limited partnership agreements and LLC operating agreements
Partnership/ Company Term—LPA/LLC	Captures the term of a limited partnership or limited liability company.	Limited partnership agreements and LLC operating agreements
Pay in Lieu of Notice	Captures provisions whereby an employer may compensate an employee in lieu of providing notice of termination.	Executive employment agreements

Name	Description	Field was trained on
Payment Blockage—Bond Indenture	Captures the provision providing holders of senior debt the right to block payment of junior debt under specified circumstances provided in the indenture.	High yield corporate debt security indentures governed by the laws of the United States and Canada
Payment Due Dates	Captures any provisions with respect to when payments are due under an agreement.	A variety of agreement types including service, intellectual property, supply and distribution agreements
Payment Method	Captures the method by which payments can be made under an agreement.	A variety of agreement types including service, intellectual property, supply and distribution agreements
Payment of Additional Amounts/ Additional Interest Covenant—Bond Indenture	Captures the covenant of the issuer or guarantor to pay the full amounts due on the debt issued pursuant to the indenture, including provision for additional amounts related to deductions or withholdings imposed by a taxing jurisdiction. This smart field also captures the additional interest provision.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Payment of Fees Condition	Captures conditions of borrowing with respect to payment of fees.	Commitment letters
Payment of Fees Condition—Credit Agreement	Captures conditions of borrowing with respect to the payment of fees owing by the borrower to the lenders or agents.	Credit, facility and loan agreements
Payment of Securities Covenant—Bond Indenture	Captures the covenant of the issuer to pay all amounts due on debt issued pursuant to the indenture and related matters.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada

Name	Description	Field was trained on
Payment of Taxes Covenant	Captures covenants of a borrower to promptly pay all taxes and other governmental charges.	Credit, facility and loan agreements
Payments for Consent Covenant—Bond Indenture	Captures the covenant disallowing the issuer to limit the offer of payment for any consent, waiver or amendment of any of the indenture terms to less than all of the debt holders.	High yield corporate debt security indentures, as applicable, governed by the laws of the United States and Canada
Payments on Early Termination	Captures the way in which close-out payments are to be calculated.	International Swaps and Derivatives Association agreements
Pensions and Benefits Representation	Captures representations with respect to pension and benefit matters.	Share purchase agreements, asset purchase agreements and merger agreements
Pensions and Benefits Representation—Credit Agreement	Captures representations with respect to pension and benefit matters.	Credit, facility and loan agreements
Perfected Security Interest Condition	Captures conditions of borrowing with respect to the perfection of security interests granted in connection with a loan.	Commitment letters

Name	Description	Field was trained on
Performance Obligation—Services	Captures a party's promise to "provide", "perform" or "render" services under an agreement. It also generally captures provisions relating to (i) a party's obligation to continue providing services upon termination of an agreement, including the obligation to provide termination or transition services; and (ii) a party's agreement to serve as agent of another (particularly in the context of management agreements). It does not capture provisions relating to (i) any pricing with respect to services; (ii) long lists or detailed descriptions of services such as those commonly found in statements of work or schedules to a service agreement (but it should generally help users locate such lists or descriptions); or (iii) in most cases, any defined terms relating to services.	Trained primarily on a wide variety of service agreements. It was also trained on supply, distribution and intellectual property agreements. When considering performance obligations for the purposes of IFRS 15 or ASC 606 (or any similar accounting standard), it is recommended that this smart field be used together with the Performance Obligation—Supplies, Purchases and Sales and License Grant smart fields.
Performance Obligation—Supplies, Purchases and Sales	Captures a party's promise to "supply", "sell" or "purchase" goods or products under an agreement. It also generally captures provisions relating to (i) a party's obligation to continue supplying, purchasing or selling goods or products upon termination of an agreement; (ii) any minimum purchase obligations; and (iii) provisions relating to failure or inability to supply. It does not capture provisions relating to (i) delivery terms; (ii) forecasts or purchase orders (except where the provision makes it clear that a forecast or purchase order creates a binding obligation); (iii) pricing with respect to goods or products; or (iv) in most cases, any defined terms relating to goods or products.	Trained primarily on a wide variety of supply agreements. It was also trained on service, distribution and intellectual property agreements. When considering performance obligations for the purposes of IFRS 15 or ASC 606 (or any similar accounting standard), it is recommended that this smart field be used together with the Performance Obligation—Services and License Grant smart fields.

Name	Description	Field was trained on
"Permitted Acquisitions" Definition	Captures the definition and conditions of "Permitted Acquisitions".	Commitment letters
Permitted Alterations/ Additions	Captures a tenant's right to make alterations or additions to the leased premises, or restrictions on such actions by a tenant. This smart field also captures associated landlord consent and notice requirements. This smart field does not capture provisions relating to the construction of initial tenant improvements pursuant to a work letter, or tenant maintenance and repair obligations.	Leases from the United States and Canada
Permitted Amendments—Extension Option	Captures permissions for amendments for maturity date extension options. It is recommended that this smart field be used together with the other Extension Option smart fields.	Credit, facility, and loan agreements
"Permitted Discretion" Definition	Captures the definition of "Permitted Discretion".	Credit and loan agreements
"Permitted Encumbrance" Definition	Captures the definition of permitted encumbrances or permitted liens.	Underwriting agreements and purchase agreements
"Permitted Investments" Definition—Bond Indenture	Captures the definition of "Permitted Investments".	High yield corporate debt security indentures governed by the laws of the United States and Canada
Permitted Subletting and Transfers	Captures a tenant's express right to sublet, assign, encumber, or otherwise transfer the leased premises.	United States and Canadian commercial leases

Name	Description	Field was trained on
Permitted Use	Captures the permitted use of the leased premises, whether a change of the use is permitted and limitations on consent to the change of use.	Commercial and residential real estate leases governed by the laws of England and Wales
Permitted Use and Disclosure	Captures provisions that set out the purposes for which protected health information may be used or disclosed. It also captures restrictive provisions that limit the permitted use or disclosure of protected health information to that which is (i) provided for by the business associate agreement; or (ii) required by law. It does not capture (i) notification or consent obligations prior to disclosure; (ii) disclosure to plan sponsors; or (iii) confidentiality requirements pursuant to any applicable state laws.	Business associate agreements
Permitted Use of Data/ Confidential Information	Captures the permitted use and purpose for collecting and storing data or confidential information, and restrictions on the ability of a party to use the data or confidential information for other purposes.	General commercial agreements like license and service agreements, in addition to data protection addenda
Permitted/ Prohibited Alterations (England)	Captures whether structural and non-structural alterations are permitted/prohibited under a lease, but excludes specific alterations to signage, waste, electrics, plant and service media.	Commercial and residential real estate leases governed by the laws of England and Wales
Personnel/Third Party Confidentiality Requirements	Captures the requirement that personnel and third parties (including auditors and subcontractors) enter into confidentiality agreements or undergo information security training.	General commercial agreements like license and service agreements, in addition to data protection addenda
Place of Work/ Mobility Clause	Captures an employee's place of work and whether it can be changed during the course of employment.	Executive employment agreements

Name	Description	Field was trained on
Position/Title	Captures an employee's position or title.	Executive employment agreements
Post Term Non-Compete—Franchise	Captures covenants restricting the franchisee from competing with the franchised business once the term of the franchise agreement expires or is terminated.	Franchise agreements
Post-Closing Compensation/Benefits	Captures a purchaser's covenant to provide post-closing compensation and benefits to certain continuing target employees. It is recommended that this smart field be used in conjunction with Duration of Guaranteed Compensation/Benefits.	Arrangement agreements and merger agreements
Post-Closing Representation of Shareholders	Captures the agreement by the parties that, in the event of a post-closing dispute, the target company and/or purchaser waives the potential conflict of interest arising out of any representation of the target company's shareholders by legal counsel to the target company and its shareholders in connection with the transaction. It also captures the target company's and/or purchaser's consent for such legal counsel to represent the target company's shareholders post-closing.	Share purchase agreements, asset purchase agreements and merger agreements
Power and Authority Representation	Captures representations that a loan party/obligor has all requisite power and authority to enter into the agreement and that all necessary internal authorizations and approvals have been obtained for that purpose.	Credit, facility and loan agreements
Power of Attorney—LPA/LLC	Captures the agreement by a limited partner or member to appoint the general partner or manager as its attorney-in-fact as well as the specific delegated powers vested in the general partner or manager as attorney.	Limited partnership agreements and LLC operating agreements

Name	Description	Field was trained on
Pre-emptive Rights	Captures the rights of shareholders to buy newly-issued shares of an issuer.	Shareholders' agreements
Pre-Emptive Rights (Articles & Bylaws)	Captures the rights of existing security holders to participate in new issuances of company securities.	Articles and bylaws from the United States, Canada, and England and Wales
Preferential Collection of Claims Against Company—Bond Indenture	Captures the requirement that the indenture trustee and any former indenture trustee comply with provisions in the Trust Indenture Act relating to preferential collection of claims against the issuer.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States
Premises Type	Captures the type of premises demised (e.g. industrial, retail or commercial).	United States and Canadian commercial leases
Prepayment of Indebtedness Covenant	Captures covenants of a borrower not to prepay any indebtedness other than indebtedness owing to the lenders under the agreement.	Credit, facility and loan agreements
Prepayment Premium/Call Protection	Captures loan prepayment premiums or call protections, but does not capture references to customary breakage fees.	Commitment letters
Prepayment Sharing and Priority in Security and Right of Payment—Extension Option	Captures the way in which voluntary and mandatory prepayments are to be treated, and the treatment of security and right of payment for maturity date extension options. It is recommended that this smart field be used together with the other Extension Option smart fields.	Credit, facility, and loan agreements
Price Increases/ Escalation	Captures provisions with respect to price increases during the term of an agreement and for any additional term(s). This smart field does not capture price increases for additional products or services.	A variety of agreement types including service, intellectual property, supply and distribution agreements

Name	Description	Field was trained on
Pricing	Captures pricing provisions, including the concepts of price, fee or royalty. It also captures the currency of payment, but does not capture payment terms.	A variety of agreement types including service, supply, distribution and intellectual property agreements
Principal Address/ Registered Agent (Name and Address)	Captures the specific address of the registered office of the corporation, as well as the registered agent for service of process.	Articles and bylaws from the United States, Canada, and England and Wales
Principal Office— LPA/LLC	Captures information regarding the principal office of a limited partnership or limited liability company.	Limited partnership agreements and LLC operating agreements
Priority in Security and Right of Payment —Incremental Facility	Captures the treatment of security and right of payment for incremental facilities / increases in commitment. This smart field has not been trained to capture similar provisions regarding refinance / replacement facilities, incremental notes, or incremental equivalent debt. It is recommended that this smart field be used together with the other Incremental Facility smart fields.	Credit, facility, and loan agreements
Privacy Officer	Captures any provisions or references to a privacy or data protection officer at an organization, including the obligation to appoint someone to this role.	Data protection addenda
Privacy Rule Compliance	Captures the business associate's obligation to comply with applicable requirements of the Privacy Rule to the extent the business associate carries out an obligation of the covered entity under the Privacy Rule.	Business associate agreements

Name	Description	Field was trained on
Procedure for Reimbursement (Increased Costs)	Captures the procedure by which a lender may be reimbursed by a borrower in the event that its costs have increased.	Credit, facility and loan agreements
Procedures for Data Subject Requests	Captures procedures surrounding how the parties deal with requests from data subjects in the context of data protection/privacy.	General commercial agreements like license and service agreements, in addition to data protection addenda
Process Agent—Party A	Captures the process agent of Party A.	International Swaps and Derivatives Association agreements
Process Agent—Party B	Captures the process agent of Party B.	International Swaps and Derivatives Association agreements
Process Agents	Captures whether a party must use a process agent, which will only be required for a party which is not based within the governing jurisdiction.	International Swaps and Derivatives Association agreements
"Processing" Definition	Captures the definition of "Processing" in the context of data protection.	Data protection addenda
"Processor" Definition	Captures the definition of "Processor" in the context of data protection.	Data protection addenda
Product Pricing—Franchise	Captures provisions that set out franchisee's obligations for establishing the prices of the products/services.	Franchise agreements
Product Returns	Captures provisions with respect to return of products generally, and on termination.	A variety of agreement types including supply and distribution agreements

Name	Description	Field was trained on
Professional Liability/Errors and Omissions Insurance	Captures a party's obligation to obtain professional liability or errors and omissions insurance, but does not include insurance-related indemnity obligations.	A variety of agreement types including service, intellectual property, supply, and distribution agreements
"Profit/Loss" Definition—LPA/LLC	Captures the definition of "Profit" and "Loss" as well as the definition of related terms such as "Income", "Gain", "Taxable Income" and "Taxable Loss".	Limited partnership agreements and LLC operating agreements
Prohibited Use	Captures prohibitions on specific uses of the leased premises (such as prohibitions against using the premises for lodging, entertainment, storage, etc.), as well as uses prohibited at the landlord's discretion ("immoral" uses, uses that "threaten the reputation" of the premises, etc.). This smart field does not capture boilerplate rules such as prohibitions on hazardous materials, animals, noise, vibrations, general nuisances, etc.	Leases from the United States and Canada
Proof of Compliance	Captures the obligation of a party to demonstrate its compliance with, or the ability of a party to monitor or audit the other party's compliance with, data protection provisions in the agreement.	Data protection addenda (and may generate false positives on other agreement types)
Publicity	Captures the procedures for issuing press releases or making public announcements concerning the relationship of the parties to an agreement (including the use of each other's logos).	A variety of agreement types including non-disclosure, service, supply, distribution, intellectual property, employment and purchase agreements
Purchase Option—Franchise	Captures provisions outlining franchisor's option to purchase assets of the business or the franchised entity upon termination.	Franchise agreements

Name	Description	Field was trained on
Purchase Options and Rights of First Refusal/First Offer—Lease	Captures a party's option to purchase property under a lease, including rights of first offer and refusal. Language captured by this smart field includes the right to purchase, the purchase price and the exercise terms, but generally not the procedure for conveying the property following exercise. It also captures provisions that compel a lessee to purchase leased property in certain circumstances.	Commercial real estate leases and equipment leases
Purchase Order Changes/Cancellation	Captures provisions outlining a party's rights to change or cancel purchase orders.	A variety of agreement types including service, intellectual property, supply and distribution agreements
Purchase Order Requirements	Captures provisions that identify items that must be included in a purchase order.	A variety of agreement types including service, intellectual property, supply and distribution agreements
Purchase Price Adjustments	Captures all categories of purchase price adjustments, including earnouts and working capital adjustments.	Share purchase agreements, asset purchase agreements and merger agreements
Purchase Price Adjustments—Post-Closing	Captures adjustments to a purchase price that occur after closing.	Share purchase agreements, asset purchase agreements and merger agreements
Purchase Price Adjustments—Pre-Closing	Captures adjustments to a purchase price that occur between signing of a purchase agreement and closing.	Share purchase agreements, asset purchase agreements and merger agreements
"Qualified ECP Guarantor" Definition	Captures the definition of "Qualified ECP Guarantor" in the context of eligible contract participants under the U.S. Commodity Exchange Act rules and similar rules.	Credit, facility and loan agreements

Name	Description	Field was trained on
Qualified Income Offset	Captures the requirement that any partner or member who unexpectedly receives certain adjustments, allocations or distributions for U.S. tax purposes be specially allocated offsetting amounts of gross income and gain sufficient to eliminate any resulting capital account deficit.	Limited partnership agreements and LLC operating agreements
Quiet Enjoyment —Equipment Lease	Captures lessee's right of quiet enjoyment and non-interference during the term of the lease.	Primarily on United States equipment and other non-real estate leases (including some aircraft leases)
Quiet Enjoyment (England)	Captures the right of a tenant to peacefully occupy and to have quiet enjoyment of the leased premises.	Commercial and residential real estate leases governed by the laws of England and Wales
Quorum at Committee Meeting	Captures the number or proportion of directors on a committee required to be a present at a committee meeting for quorum. This smart field does not capture voting thresholds at committee meetings.	Articles and bylaws from the United States, Canada, and England and Wales
Quorum at Directors Meeting	Captures the number or proportion of directors required to be present at a directors meeting for quorum. This smart field does not capture voting thresholds at directors meetings.	Articles and bylaws from the United States, Canada, and England and Wales
Quorum at Shareholders Meetings	Captures the requirements for establishing quorum at shareholders meetings.	Articles and bylaws from the United States, Canada, and England and Wales
"Real Estate" Definition	Captures the definition of "Real Estate" or "Real Property".	Credit, facility and loan agreements

Name	Description	Field was trained on
"Real Property Leases" Definition	Captures the definition of real property leases which includes both the definition of the lease and the leased premises in connection with the transaction.	Share purchase agreements, asset purchase agreements and merger agreements
Recalls	Captures provisions with respect to recalls, but excludes product defects and returns.	A variety of agreement types including service, intellectual property, supply and distribution agreements
Recapture	Captures rights of a landlord to recapture premises in the event a tenant proposes to transfer or sublease a portion of the premises.	United States and Canadian commercial leases
Recipient Confidentiality Obligations	Captures the confidentiality obligations of the recipient of confidential information.	Non-disclosure agreements
Record Date	Captures the rules for setting a record date to establish which shareholders are entitled to vote at a shareholders meeting or receive dividends/distributions.	Articles and bylaws from the United States, Canada, and England and Wales
Reduction for Insurance Proceeds	Captures provisions that reduce the amount of damages payable to the indemnified party for any insurance proceeds received by the indemnifying party in connection with the loss.	Share purchase agreements, asset purchase agreements and merger agreements
Reduction for Tax Benefits	Captures provisions that reduce the amount of damages payable to the indemnified party for any tax benefits received by the indemnifying party in connection with the loss.	Share purchase agreements, asset purchase agreements and merger agreements
Refinancing Facilities	Captures the right of a borrower to refinance a loan.	Commitment letters
Registered Agent—LPA/LLC	Captures information regarding the registered agent of a limited partnership or limited liability company.	Limited partnership agreements and LLC operating agreements

Name	Description	Field was trained on
Registered Office —LPA/LLC	Captures information regarding the registered office of a limited partnership or limited liability company.	Limited partnership agreements and LLC operating agreements
Registration Rights	Captures the right of a shareholder to require a company to publicly list the shareholder's shares for sale.	Shareholders' agreements
Regular Settlement Day— Transfer Timing	Captures the definition of "Regular Settlement Day" for the purposes of a transfer of Eligible Credit Support or Equivalent Credit Support.	2016 Credit Support Annexes for International Swaps and Derivatives Association agreements only
Regulatory Approval Covenant	Captures a party's covenant to cooperate to obtain regulatory approvals.	Arrangement agreements, purchase agreements and merger agreements
Regulatory Approvals Condition	Captures conditions of borrowing with respect to obtaining regulatory approvals.	Commitment letters
Reimbursement— Lease Accounting	Captures one party's obligation to reimburse another for costs or expenses under a lease. It also generally captures provisions relating to a party's obligation to assume the costs or expenses of another. It does not capture rights of reimbursement from third party sources such as proceeds of insurance or sale.	Primarily on (i) United States and Canadian commercial real estate leases, and (ii) United States equipment and other non-real estate leases (including some aircraft leases)
Reimbursement (Assumption of Costs)	Captures provisions relating to a party's obligation to reimburse another for costs or expenses under an agreement. It also generally captures provisions relating to a party's obligation to assume the costs or expenses of another.	Primarily on service, supply, distribution and intellectual property agreements

Name	Description	Field was trained on
Related Parties Representation	Captures representations that a party has not engaged in transactions with related parties other than as disclosed (also referred to as "Affiliate Transactions").	Share purchase agreements, asset purchase agreements and merger agreements
Relationship Between Parties Representation	Captures representations relating to the independence of the parties in entering into the transactions contemplated by the master agreement, including that each party (i) is acting independently and for its own account, (ii) has not relied on advice or recommendations of the other party with respect to any transaction, (iii) is capable of assessing the merits and understanding the risks of each transaction, and (iv) is not acting as the agent or fiduciary of the other party.	International Swaps and Derivatives Association agreements
Relief from Automatic Stay—Intercreditor Agreement	Captures the agreement by junior creditors not to seek relief from the automatic stay in a bankruptcy/insolvency proceeding.	Primarily on United States intercreditor agreements
Relocation	Captures a landlord's right to relocate a tenant within a building.	Commercial leases
Remedies Upon Event of Default—Credit Agreement	Captures the rights and remedies available to lenders or agents in the event that a borrower defaults under the agreement.	Credit, facility and loan agreements
Remedies Upon Event of Default—Equipment Lease	Captures the remedies to which lessor (and, if applicable, lessee) is entitled, upon the occurrence of an event of default.	Primarily on United States equipment and other non-real estate leases (including some aircraft leases)

Name	Description	Field was trained on
Removal of Directors	Captures the ability of directors or shareholders to remove a director, with or without cause. This smart field excludes references to resignation and disqualification by reason of bankruptcy, illness, criminal activity, or the applicability of specific laws.	Articles and bylaws from the United States, Canada, and England and Wales
Removal of Officers	Captures the ability of directors or shareholders to remove an officer, with or without cause. This smart field excludes references to resignation and disqualification by reason of bankruptcy, illness, criminal activity, or the applicability of specific laws.	Articles and bylaws from the United States, Canada, and England and Wales
Renewal	Captures renewal or extension provisions in an agreement, whether automatic or requiring notice by a party, but does not include renewal provisions that require the mutual agreement of the parties.	A variety of agreement types including service, supply, distribution, intellectual property, employment, and franchise agreements
Renewal—Lease	Captures a tenant's renewal or extension rights.	Commercial leases
Rent—Equipment Lease	Captures rent payable by lessee, including additional rent, holdover rent and deposits.	Primarily on United States equipment and other non-real estate leases (including some aircraft leases)
Rent Free Period —Peppercorn Rent	Captures peppercorn rent, free rent and de minimus rent provisions.	Commercial and residential real estate leases governed by the laws of England and Wales

Name	Description	Field was trained on
Rent Free Period—Rent Commencement Date (Definition)	Identifies leases with a definition of "Rent Commencement Date" and can be used to determine any free rent period (however, when this information is located in a table, the smart field will occasionally only capture the term "Rent Commencement Date" and not the date itself).	Commercial and residential real estate leases governed by the laws of England and Wales
Rent Free Period—Rent Commencement Date (Operative)	Captures the operative component of the rent commencement date.	Commercial and residential real estate leases governed by the laws of England and Wales
Rent Payment Date	Captures the recurring payment date for base rent installments under a lease. This smart field is not intended to capture the payment date for any initial installment or down payment of base rent or any payment date for payments other than base rent, such as taxes or operating expenses.	United States and Canadian leases
Rent Review—Assumptions	Captures the assumptions of a rent review.	Commercial and residential real estate leases governed by the laws of England and Wales
Rent Review—Basis	Captures the basis of any rent review, including the definition and any relevant equation of such basis (e.g. open market rent or retail price index).	Commercial and residential real estate leases governed by the laws of England and Wales
Rent Review—Date	Captures the rent review date of a lease.	Commercial and residential real estate leases governed by the laws of England and Wales

Name	Description	Field was trained on
Rent Review—Disregards	Captures the disregards of a rent review.	Commercial and residential real estate leases governed by the laws of England and Wales
Repair and Maintenance—Equipment Lease	Captures lessee's repair and maintenance obligations under a lease.	Primarily on United States equipment and other non-real estate leases (including some aircraft leases)
Repairing Obligations	Captures the obligation of a tenant to repair the premises, but excludes the manner of repair and specific obligations regarding fixtures and fittings and similar obligations.	Commercial and residential real estate leases governed by the laws of England and Wales
Replacement of Lenders/Yank a Bank Procedure	Captures the circumstances under which a borrower may replace a lender and the procedures to effect such replacement.	Credit, facility and loan agreements, but not on intercreditor agreements
Replacement of Non-Consenting Lenders	Captures the right of a borrower to replace a lender that does not consent to a waiver or amendment that has been agreed to by the majority or required lenders.	Credit, facility and loan agreements
Replacement of Trustee—Bond Indenture	Captures the provision related to the removal and resignation of indenture trustee, as well as the appointment and acceptance by successor indenture trustee.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Reporting Requirements	Captures reporting requirements of a borrower.	Commitment letters

Name	Description	Field was trained on
Reports and Other Information Covenant—Bond Indenture	Captures the covenant of the issuer to deliver specified information, documents and reports with the trustee and appropriate regulatory agencies, as applicable.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Reports by the Issuer—Bond Indenture	Captures the reporting requirements of the issuer.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Reports by Trustee—Bond Indenture	Captures the requirement of the indenture trustee to provide reports to the holders in compliance with the Trust Indenture Act.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States
Representation and Warranty Insurance	Captures provisions referencing representation and warranty insurance to be obtained in connection with the transaction.	Share purchase agreements, asset purchase agreements and merger agreements
Representations and Warranties—Commitment Letter	Captures the list of representations and warranties of a borrower that must be included in the credit agreement.	Commitment letters
"Representatives" Definition	Captures the definition of "Representatives" or the parties with whom confidential information may be shared by the recipient.	Non-disclosure agreements
Requests to Restrict	Captures provisions relating to the covered entity's obligation to notify the business associate of restrictions on the use or disclosure of protected health information, and the business associate's obligation to comply with such restrictions.	Business associate agreements

Name	Description	Field was trained on
Required Lender Approval	Captures waivers, amendments and other actions requiring the consent of a majority of the lenders (or those lenders included in the definition of "Required Lenders").	Credit, facility and loan agreements
"Required Lenders"/"Majority Lenders" Definition	Captures the definitions of "Required Lenders" and "Majority Lenders".	Credit, facility and loan agreements
Reservations (Landlord)	Captures the rights reserved to a landlord under a lease.	Commercial and residential real estate leases governed by the laws of England and Wales
"Reserves" Definition	Captures the definitions of "Reserves", "Availability Reserves", "Inventory Reserves", "Receivables Reserves" and other reserve definitions for asset-based loans.	Credit and loan agreements
Resolution Time	Captures the deadline for the parties to resolve any dispute in accordance with the prescribed dispute resolution process.	The Credit Support Annexes for International Swaps and Derivatives Association agreements
Restoration of Rights and Remedies—Bond Indenture	Captures provisions specifying that if a trustee or holder of the corporate debt securities brought a proceeding and the proceeding was discontinued or abandoned and it adversely affects the trustee or the holder, then the trustee or the holder will be restored to their former positions and may continue as if there had been no proceeding.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada

Name	Description	Field was trained on
"Restricted Payment" Definition—Bond Indenture	Captures the definition of "Restricted Payment".	High yield corporate debt security indentures governed by the laws of the United States and Canada
Restricted Payments Covenant	Captures covenants of a borrower not to make any restricted payments, including payments of dividends, distributions or for redemption of stock.	Credit, facility and loan agreements
Restricted Payments Covenant—Bond Indenture	Captures the covenant restricting the issuer's ability to make specified payments as provided for in corporate debt security indentures. Captures the prohibition on restricted payments, the restricted payments basket, carve-outs to the prohibition on restricted payments, and the definitions of "Restricted Payments", "Investment", "Permitted Investment" and similar definitions.	High yield corporate debt security indentures governed by the laws of the United States and Canada
"Restricted Subsidiary" Definition	Captures the definition of "Restricted Subsidiary".	Credit, facility and loan agreements
"Restricted Subsidiary" Definition—Bond Indenture	Captures the definition of "Restricted Subsidiary" and similar terms.	High yield corporate debt security indentures governed by the laws of the United States and Canada
Restriction—Competitive Purpose	Captures restrictions on the customer's right to access the services for competitive purposes.	Software as a service agreements
Restriction—Sale, Transfer or Third Party Access	Captures restrictions on the customer's right to sell or transfer the services, or otherwise make the services available to third parties.	Software as a service agreements

Name	Description	Field was trained on
Return Amount	Captures any modifications to the standard definition of "Return Amount".	The Credit Support Annexes for International Swaps and Derivatives Association agreements
Return Conditions—Equipment Lease	Captures the return conditions that lessee must satisfy under the lease (including lessor's right to retake possession or demand the return of the leased property upon the occurrence of an event of default).	Primarily on United States equipment and other non-real estate leases (including some aircraft leases)
Return or Destruction of Confidential Information/ Data	Captures the requirement to return or destroy confidential information or data.	Non-disclosure agreements, general commercial agreements like service, license and distribution agreements, and data protection addenda
Return or Destruction of Protected Health Information	Captures the business associate's obligation to return or destroy protected health information on termination of the business associate agreement, if feasible. It will also capture the business associate's obligations in the event protected health information cannot be returned or destroyed.	Business associate agreements
Right of First Offer/Right of First Refusal	Captures rights of first refusal or rights of first offer.	Shareholders' and franchise agreements
Right of First Refusal—Option Agreements	Captures the terms and conditions relating to the grantor's right of first refusal to purchase the option shares before they are sold or otherwise transferred.	Option agreements

Name	Description	Field was trained on
Right of Holder to Receive Payment—Bond Indenture	Captures the holder's right to receive interest, principal and other payments due.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Right of Substitution/ Relocation— Lease Accounting	Captures a party's right to substitute leased property, including a landlord's right to relocate a tenant to different premises. In the case of commercial real estate leases, it also captures a landlord's right to relocate any tenant equipment (e.g., generator, antenna, etc.) to a different part of the premises.	Commercial real estate leases and equipment leases
Right to Create Aggregated/ Statistical Data	Captures provisions relating to a party's right to create or collect aggregated, statistical or de-identified data.	Software as a service agreements
Right to Delete	Captures affirmative disclosures to consumers of their right to request that a business delete their information, as required by the California Consumer Privacy Act ("CCPA").	Various privacy policies and notices both before and after enactment of the CCPA.
Right to Enter/ Inspect (England)	Captures a landlord's right to enter and carry out repairs and to charge a tenant where a tenant is in default.	Commercial and residential real estate leases governed by the laws of England and Wales
Right to Enter/ Right of Inspection	Captures the right of a landlord to enter or inspect the leased premises (typically with notice prior to entry).	Commercial leases
Right to Post-Petition Interest— Intercreditor Agreement	Captures the agreement by junior creditors not to object to any senior creditor's claim for post-petition interest. It also captures language indicating the right of a particular class of senior creditors to a priority claim for post-petition interest (often under the Separate Classes provision).	Primarily on United States intercreditor agreements

Name	Description	Field was trained on
Rights (Tenant)	Captures the rights reserved to a tenant under a lease.	Commercial and residential real estate leases governed by the laws of England and Wales
Rights and Remedies Cumulative—Bond Indenture	Captures provisions specifying that no remedy is exclusive of any other remedy and that all available remedies are cumulative.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Rights of Termination—Lease Accounting	Captures a party's right to terminate a lease under various circumstances, including options to terminate.	Commercial real estate leases and equipment leases
Risk of Loss/ Damage—Equipment Lease	Captures lessee's (and, if applicable, lessor's) responsibility for risk of loss and/or damage with respect to the leased property.	Primarily on United States equipment and other non-real estate leases (including some aircraft leases)
Rounding	Captures whether the return amount and delivery amount will be rounded up or rounded down and to which nearest integral multiple.	The Credit Support Annexes for International Swaps and Derivatives Association agreements
Royalty Payments	Captures provisions relating to the payment of royalties by a licensee or sublicensee. It includes minimum royalty payments, royalty payment due dates, payment schedules and the duration of royalty payments. It does not identify when licenses are royalty-free, or the denomination of royalty payments. It does not include sub-license payments or royalties to sub-licensees.	A variety of license agreements

Name	Description	Field was trained on
Sale/Leaseback Covenant—Bond Indenture	Captures the restriction on the ability of the issuer to enter sale and leaseback transactions. This smart field also captures the definition of "Sale and Leaseback Transaction".	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Sale/Leaseback Transactions Covenant	Captures covenants of a borrower not to engage in any transactions in which they sell property and then rent or lease as lessee that or similar property.	Credit, facility and loan agreements
Sandbagging	Captures both pro-sandbagging provisions (the right to bring indemnification claims for known breaches of an agreement) and anti-sandbagging provisions (the inability to bring indemnification claims for know breaches of an agreement).	Share purchase agreements, asset purchase agreements and merger agreements
Sandbagging (Anti)	Captures anti-sandbagging provisions (the inability to bring indemnification claims for known breaches of an agreement).	Share purchase agreements, asset purchase agreements and merger agreements
Sandbagging (Pro)	Captures pro-sandbagging provisions (the right to bring indemnification claims for known breaches of an agreement).	Share purchase agreements, asset purchase agreements and merger agreements
Scheduled Repayment of Loans	Captures the timing for required loan repayments.	Credit, facility and loan agreements
Scope of Agreement	Captures the types of transactions that will be the subject of the agreement.	International Swaps and Derivatives Association agreements

Name	Description	Field was trained on
Section 280G Payments	Captures the treatment of payments made to an employee that constitute parachute payments under Section 280G of the U.S. Internal Revenue Code.	Employment agreements
Section 754 Adjustment	Captures the requirement that any positive or negative adjustments to the capital accounts as a consequence of an election under section 754 of the U.S. Internal Revenue Code be treated as items of gain or loss, respectively, and that those gains or losses be allocated among the partners or members in a manner consistent with the Code and the regulations thereunder.	Limited partnership agreements and LLC operating agreements
Section 754 Election	Captures the right of the general partner or manager to make the election under section 754 of the U.S. Internal Revenue Code to adjust the basis of the partnership/company's assets when partnership/company property is distributed or an interest in the partnership/company is transferred.	Limited partnership agreements and LLC operating agreements
Section and Headings	Captures the role and impact of headings in the agreement.	A variety of agreement types including service, intellectual property, supply, and distribution agreements
Secured Party and Pledgor	Captures which party will be the secured party and which one will be the pledgor.	The Credit Support Annexes for International Swaps and Derivatives Association agreements, but not on the 2016 Credit Support Annexes

Name	Description	Field was trained on
Secured Party City	Captures the city of the secured party on the Uniform Commercial Code financing statement. It will not capture party information from UCC1Ad, UCC1AP or UCC3. Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms
Secured Party Country	Captures the country of the secured party listed on the Uniform Commercial Code financing statement. It will not capture party information from UCC1Ad, UCC1AP or UCC3. Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms
Secured Party First Name	Captures the first name of the secured party listed on the Uniform Commercial Code financing statement. It will not capture party information from UCC1Ad, UCC1AP or UCC3. Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms
Secured Party Last Name	Captures the last name of the secured party listed on the Uniform Commercial Code financing statement. It will not capture party information from UCC1Ad, UCC1AP or UCC3. Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms
Secured Party Mailing Address	Captures the mailing address of the secured party listed on the Uniform Commercial Code financing statement. It will not capture party information from UCC1Ad, UCC1AP or UCC3. Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms
Secured Party Middle Name	Captures the middle name of the secured party listed on the Uniform Commercial Code financing statement. It will not capture party information from UCC1Ad, UCC1AP or UCC3. Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms

Name	Description	Field was trained on
Secured Party Organization Name	Captures the organization name of the secured party listed on the Uniform Commercial Code financing statement. It will not capture party information from UCC1Ad, UCC1AP or UCC3. Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms
Secured Party Postal Code	Captures the postal code of the secured party listed on the Uniform Commercial Code financing statement. It will not capture party information from UCC1Ad, UCC1AP or UCC3. Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms
Secured Party State	Captures the state of the secured party listed on the Uniform Commercial Code financing statement. It will not capture party information from UCC1Ad, UCC1AP or UCC3. Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms
Secured Party Suffix	Captures the suffix of the secured party listed on the Uniform Commercial Code financing statement. It will not capture party information from UCC1Ad, UCC1AP or UCC3. Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms
Security Deposit—Equipment Lease	Captures the requirement for lessee to provide a security deposit. It also captures circumstances in which lessor may use the security deposit to cover expenses, etc.	Primarily on United States equipment and other non-real estate leases (including some aircraft leases)
Security Deposit/ Letters of Credit	Captures the requirement of a tenant to provide or replenish a security deposit or letter of credit under a lease.	Leases from the United States and Canada

Name	Description	Field was trained on
Security Interest (Grant & Perfection)—Equipment Lease	Captures provisions addressing the grant of a security interest in favor of lessor. It also captures language relating to the perfection of such security interest, as well as lessee's undertaking to file all necessary documents, etc. for that purpose.	Primarily on United States equipment and other non-real estate leases (including some aircraft leases)
Security Measures (General)	Captures general obligations to implement and maintain security measures, including technical and organizational safeguards and procedures. It does not capture (i) specific information security requirements (such as data encryption or backup); or (ii) general statements regarding a party's responsibility or liability for data security.	Software as a service agreements
Security of Tenure	Captures provisions dealing with whether a lease is inside or outside of the Landlord and Tenant Act 1954.	Commercial and residential real estate leases governed by the laws of England and Wales
"Senior Indebtedness" Definition—Bond Indenture	Captures the definitions of "Senior Indebtedness", "Senior Debt" and similar terms. This smart field does not capture the definition of "Designated Senior Debt".	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Separate Classes—Intercreditor Agreement	Captures the agreement by the junior secured creditors to treat their respective interests as a separate class from those of more senior secured creditors for the purposes of any bankruptcy/insolvency proceeding.	Primarily on United States intercreditor agreements
Service Bureau/Timesharing	Captures provisions relating to restrictions for the use of service bureaus and/or time-shares.	A variety of agreement types including service, intellectual property, supply and distribution agreements

Name	Description	Field was trained on
Service Charge—Caps	Captures any limit or cap on a service charge (including a relevant equation, if listed).	Commercial and residential real estate leases governed by the laws of England and Wales
Service Charge—End of Year Reconciliation	Captures the obligation of a landlord to prepare an account showing the service charge expenditure for a financial year and any provision within the service charge dealing with a balancing payment (either a crediting or debiting payment).	Commercial and residential real estate leases governed by the laws of England and Wales
Service Charge—Exclusions	Captures any specific exclusions from a service charge.	Commercial and residential real estate leases governed by the laws of England and Wales
Service Charge—Proportion	Captures the overarching proportion of the service charge attributable to the premises that a tenant will be liable to pay. Captures the operative component, the proportion and the definition of "Service Charge", but excludes exceptional expenditure, a landlord's right to alter the proportion attributable to a tenant or the amount of any estimated initial contribution/balancing payment.	Commercial and residential real estate leases governed by the laws of England and Wales
Service Credit	Captures a purchaser's agreement to credit certain continuing target employees for past service for the purposes of eligibility and vesting in employee benefit plans post-closing. It also captures a purchaser's agreement to recognize prior amounts paid by such employees for the purposes of determining deductibles, co-payments, out-of-pocket maximums, etc. under any welfare benefit plans in which such employees may be enrolled post-closing.	Arrangement agreements and merger agreements

Name	Description	Field was trained on
Service Level	Captures provisions with respect to service levels and standards of service.	Service agreements
Set-off	Captures a party's right to set-off and apply credits to amounts due.	A variety of agreement types including service, intellectual property, supply and distribution agreements
Set-off—Credit Agreement	Captures the lender's rights of set-off where an event of default has occurred and/or is continuing.	Credit, facility and loan agreements
Set-off—ISDA	Captures the applicability of the set-off provisions in the International Swaps and Derivatives Association master agreement, which enable a party, after early termination, to set-off amounts owing between the parties in respect of other agreements against the close-out payment.	International Swaps and Derivatives Association agreements
Severability	Captures severability provisions, pursuant to which parties agree that if anything in an agreement is determined to be invalid, it will be severed from the rest of the agreement, which will remain enforceable.	A variety of agreement types including service, supply, distribution, intellectual property, employment and purchase agreements
Several Liability	Captures acknowledgments by the parties that the obligations of the lenders to fund the loans are several, and not joint and several.	Credit, facility and loan agreements
Severance Payments and Benefits	Captures an employee's entitlement to severance payments and benefits on termination of employment.	Executive employment agreements

Name	Description	Field was trained on
Share Conversion/ Exchange	Captures provisions addressing the principal conversion or exchange of shares as part of a merger or arrangement transaction, including any exchange ratio used for such conversion or exchange. It generally does not capture provisions dealing with the treatment of shares held by purchaser or by dissenting shareholders, nor does it address the treatment of treasury shares or any conversion/exchange of shares that is purely structural in nature. This smart field applies primarily to share and mixed consideration deals.	Arrangement agreements and merger agreements
Share/Stock Certificates	Captures requirements, restrictions, and other rules applicable to the issuance or replacement of share/stock certificates.	Articles and bylaws from the United States, Canada, and England and Wales
Shareholder Appointment of Proxy	Captures the procedural requirements for implementing and evidencing a grant of proxy by a shareholder. This smart field does not capture the general right of a shareholder to appoint a proxy or revocation of a proxy.	Articles and bylaws from the United States, Canada, and England and Wales
Shareholder Approval— Merger/ Arrangement Agreement	Captures provisions addressing both acquirer and target shareholder approval requirements for the transaction.	Arrangement agreements and merger agreements
Shareholder Meeting—Notice	Captures notice requirements for shareholders meetings.	Articles and bylaws from the United States, Canada, and England and Wales
Shareholder Notice for Director Nominations and Business Proposals	Captures shareholder obligation to provide advance notice for director nominations or business proposals.	Articles and bylaws from the United States, Canada, and England and Wales

Name	Description	Field was trained on
Shareholders Action by Written Consent	Captures the shareholders' right to act by written consent.	Articles and bylaws from the United States, Canada, and England and Wales
Shareholders Right to Call a Special Meeting	Captures the shareholders' right to call a special meeting.	Articles and bylaws from the United States, Canada, and England and Wales
Shareholders' Equity	Captures the definition of "Shareholders' Equity".	International Swaps and Derivatives Association agreements
"Shares" Definition	Captures the definition of shares, including subject shares and consideration shares.	Underwriting agreements and purchase agreements
Shine the Light	Captures the right of consumers to request information concerning the disclosure of their personal information to third parties for the third parties' direct marketing purposes, as required by the California Shine the Light Act.	Various privacy policies from the United States and Canada.
Shipping/Delivery Terms	Captures provisions relating to shipping and delivery requirements, including shipping origin, costs, title/risk of loss and shipping address.	A variety of agreement types including service, supply, distribution and intellectual property agreements
Signage	Captures the rights of a landlord and/or tenant to install signs on the property or in the building.	Commercial leases
Signing Bonus	Captures a signing bonus received by an employee (except for a signing bonus of equity, which is captured by another smart field).	Executive employment agreements
Size/Purchase Price	Captures the aggregate purchase price in a transaction, before taking into account any purchase price adjustments.	Share purchase agreements, asset purchase agreements and merger agreements

Name	Description	Field was trained on
Snooze You Lose	Captures the consequences of a failure by a lender to respond to a request for a consent, waiver or amendment to the agreement.	Credit, loan and facility agreements
"SOFR" Definition	Captures the definition of the secured overnight financing rate ("SOFR") and similar or related definitions. It is recommended that this smart field be used in conjunction with the LIBOR Fallback Mechanism—Credit Agreement smart field.	Credit, facility and loan agreements
Solvency Certificate Condition	Captures the condition of borrowing to provide a solvency certificate.	Commitment letters
Solvency Certificate Condition—Credit Agreement	Captures the condition of borrowing that the borrower will deliver a solvency certificate prior to funding.	Credit, facility and loan agreements
Solvency Representation	Captures representations of the borrower that it is solvent, is able to pay its debts as they become due, and has capital sufficient to carry on its business.	Credit, facility and loan agreements
Source Code Escrow	Captures the requirement to deposit source code into an escrow account, and the circumstances in which the source code escrow may be released.	A variety of document types including intellectual property, service, distribution, supply and purchase agreements
Special Vesting Provisions	Captures instances where the stock option's vesting schedule will accelerate or be adjusted as a result of certain events (e.g. change of control, termination, etc.). In particular, this smart field primarily captures instances where the stock option shall vest fully and immediately as a result of such events.	Option agreements

Name	Description	Field was trained on
Specific GP Powers—LPA	Captures the specific powers granted to the general partner under the LPA.	Limited partnership agreements
Specific Performance	Captures the right of a party to seek specific performance in the event of a breach of the agreement.	Share purchase agreements, asset purchase agreements and merger agreements
"Specified Acquisition Agreement Representations" Definition	Captures the definitions of "Specified Acquisition Agreement Representations", "Merger Agreement Representations" or similar terms.	Credit and loan agreements
Specified Entity	Captures which third parties a party considers relevant to its counterparty's credit standing.	International Swaps and Derivatives Association agreements
Specified Indebtedness	Captures the definition of "Specified Indebtedness".	International Swaps and Derivatives Association agreements
"Specified Representations" /"Repeating Representations" Definition	Captures the definitions of "Specified Representations", "Repeating Representations" and "Major Representations".	Credit, facility and loan agreements
"Specified Transaction" Definition	Captures any modifications to the standard definition of "Specified Transaction".	International Swaps and Derivatives Association agreements
Square Footage of Premises	Captures the square footage of the leased premises, including any change to the square footage of the leased premises under an amendment to the lease. It is recommended that this smart field be used together with the Description of Premises and Address of Premises smart fields.	Commercial real estate leases from the United States and Canada, as well as some from England.

Name	Description	Field was trained on
Standard of Care	Captures the level of caution that a receiving party must exercise with respect to confidential information.	Non-disclosure agreements
Standstill	Captures restrictions on certain actions of a bidding company in the context of a takeover.	Shareholders' agreements
Start Date	Captures the start date of the initial term of an agreement. This smart field is meant to be used in conjunction with the Effective Date smart field.	A variety of agreement types including service, supply, distribution, intellectual property and employment agreements
Start Date— Employment	Captures an employee's start date, as well as the effective date of the agreement.	Executive employment agreements
Status of Lenders and Documentation	Captures requirements of a lender to deliver to the borrower tax documentation.	Credit, facility and loan agreements
Subcontracting	This is a broad smart field that captures provisions relating to subcontracting or subprocessing. It includes the definitions of "Subcontractor" and "Subprocessor".	General commercial agreements like license and service agreements, in addition to data protection addenda
Subcontractor Restrictions and Conditions	Captures provisions requiring the business associate to ensure that its subcontractors (i) agree to the same restrictions and conditions that apply to the business associate with respect to protected health information; and (ii) implement appropriate safeguards.	Business associate agreements
Sublease— Equipment Lease	Captures lessee's right, if any, to sublease the leased property (including language prohibiting lessee from subleasing such property).	Primarily on United States equipment and other non-real estate leases (including some aircraft leases)

Name	Description	Field was trained on
Sublease/ Assignment Profit-Sharing	Captures the requirement that any profit arising out of the sublease or assignment of the lease by the tenant will be shared with the landlord.	Commercial leases
Sublicensing Rights	Captures provisions relating to the right to sublicense. It includes the definitions of "Sublicense" and "Sublicensee", when sublicensing is permitted/prohibited, sublicense requirements, and conditions for granting a sublicense. It does not include sub-license payments or royalties to sub-licensees.	A variety of license agreements
Submission to Jurisdiction—ISDA	Captures which jurisdiction the parties would like to govern disputes between them.	International Swaps and Derivatives Association agreements
Subordination	Captures provisions which require a tenant to subordinate its rights under a lease to ground and underlying leases, and/or to the liens of any mortgages affecting the land or premises. This smart field also captures requirements for a party to obtain or enter into a subordination, non-disturbance, and attornment agreement.	Leases from the United States and Canada
Subrogation Waiver	Captures the agreement by the landlord and/or tenant to have their respective insurance companies waive any rights of subrogation that such companies may have against the landlord or tenant, as applicable.	Commercial leases
Subsidiaries Representation	Captures representations that a party has no subsidiaries other than as disclosed.	Share purchase agreements, asset purchase agreements and merger agreements
Subsidiaries Representation— Credit Agreement	Captures representations of the borrower with respect to its subsidiaries.	Credit, facility and loan agreements

Name	Description	Field was trained on
"Subsidiary" Definition	Captures the definition of a subsidiary.	Underwriting agreements and purchase agreements
Subsidiary Guarantees	Captures the types of subsidiaries that must guarantee credit facilities.	Commitment letters
Substitution Date/Exchange Date	Captures any modifications to the standard definitions of "Substitution Date" or "Exchange Date".	The Credit Support Annexes for International Swaps and Derivatives Association agreements
Successor Trustee by Merger—Bond Indenture	Captures the provision concerning a consolidation, merger, conversion, or transfer of assets of the indenture trustee with another entity that becomes the successor trustee.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Successors and Assigns	Captures an acknowledgment by the parties that the agreement will be binding upon their successors and assigns.	A variety of agreement types including service, supply, distribution, intellectual property and employment agreements
"Superior Proposal" Definition	Captures the definition of "Superior Proposal".	Arrangement agreements and merger agreements
Supermajority Approval	Captures waivers, amendments and other actions requiring the consent of the lenders included in the definition of "Supermajority Lenders".	Credit, facility and loan agreements
"Supermajority Lenders" Definition	Captures the definition of "Supermajority Lenders".	Credit and loan agreements

Name	Description	Field was trained on
Supplemental Indentures/ Amendments with Holder Consent—Bond Indenture	Captures the supplements, amendments and other actions requiring the consent of the holders of the debt security affected thereby.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Supplemental Indentures/ Amendments without Holder Consent—Bond Indenture	Captures the supplements, amendments and other actions not requiring the consent of the holders of the debt security.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Surrender	Captures a tenant's obligations with respect to the leased premises at the expiration of the term of a lease.	Leases from the United States and Canada
Survival	Captures survival provisions (the extent to which provisions survive termination of the agreement).	A variety of document types including supply, service, employment, and distribution agreements
Survival of Purchase Agreement Provisions	Captures the length of time for which purchase agreement provisions will survive after closing of the transaction.	Share purchase agreements, asset purchase agreements and merger agreements
Suspension	Captures provisions relating to the provider's right to suspend the customer's access to the services. It does not capture provisions relating to (i) maintenance or other exceptions to uptime commitments; or (ii) force majeure.	Software as a service agreements
"Swap Obligation" Definition	Captures the definition of "Swap Obligations" in the context of the U.S. Commodity Exchange Act rules and similar rules.	Credit, facility and loan agreements

Name	Description	Field was trained on
Swap/Hedging Agreements Covenant	Captures covenants of a borrower not to enter into any swap or hedging agreements.	Credit, facility and loan agreements
Tag Along Rights	Captures tag along rights (the right of a minority shareholder to sell its shares along with a selling shareholder).	Shareholders' agreements
Tax Allocation—LPA/LLC	Captures general tax-related allocations of income, gain, loss, etc. to the partners or members, including allocation of tax credits, recapture and "built-in" gain/loss adjustments resulting from property contributed to the partnership/company.	Limited partnership agreements and LLC operating agreements
Tax Classification/ Check-The-Box—LPA/LLC	Captures provisions describing the intended entity classification of a limited partnership or limited liability company for U.S. tax purposes, including the right, if any, of the general partner or manager to make the so-called "check-the-box" election to have the limited partnership or limited liability company be treated as a corporation for U.S. tax purposes. This smart field does not capture any obligations or limitations that may be imposed on partners or members to preserve the partnership/company's intended classification.	Limited partnership agreements and LLC operating agreements
Tax Gross-Up	Captures requirements that a borrower will gross up any amounts owing to the lenders to compensate for any withholding taxes that are withheld on amounts payable under the agreement (so that the lender receives an amount equal to the payment it would have received if no tax withholding had been required).	Credit, facility and loan agreements
Tax Indemnification by Borrower	Captures indemnification obligations of the borrower with respect to taxes payable pursuant to the loan documents.	Credit, facility and loan agreements

Name	Description	Field was trained on
Tax Information—LPA/LLC	Captures the obligation of the general partner or manager to provide partners or members with information required for tax filing purposes.	Limited partnership agreements and LLC operating agreements
Tax Matters Partner/ Partnership Representative—LPA/LLC	Captures the designation of a Tax Matters Partner/Member or a Partnership Representative for tax purposes as well as the rights and responsibilities that attend such designation where specified.	Limited partnership agreements and LLC operating agreements
Tax Provisions—ISDA	Captures tax-related provisions in the schedule to the International Swaps and Derivatives Association master agreement (other than tax representations which can be captured using a separate smart field).	International Swaps and Derivatives Association agreements
Tax Refund/ Credit	Captures tax refund provisions, whereby a party agrees that if it receives a refund or credit for amounts for which it has been indemnified it will pay such amounts to the indemnifying party.	Credit, facility and loan agreements
Tax Representations	Captures the tax representations made by the parties.	International Swaps and Derivatives Association agreements
Tax Withholding—LPA/LLC	Captures the right of the general partner or manager to deduct or withhold taxes from any payment made to a partner or member as required by applicable law. It also captures the option for the partnership or company to make loans or advances to the applicable partners or members for the purposes of paying such withholding tax on their behalf.	Limited partnership agreements and LLC operating agreements
Taxes Covenant—Bond Indenture	Captures the covenant of the issuer to pay all taxes, assessments and government charges levied on the issuer in a timely manner.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada

Name	Description	Field was trained on
"Taxes" Definition	Captures the definitions of "Tax" and "Taxes".	Credit, facility and loan agreements
Taxes Representation	Captures representations with respect to taxes.	Share purchase agreements, asset purchase agreements and merger agreements
Taxes Representation—Credit Agreement	Captures general tax representations, including that a loan party/obligor has (i) timely filed all tax returns, (ii) paid all applicable taxes that are due and payable and (iii) made adequate provision for any taxes that are being contested in good faith. This smart field does not capture representations relating to withholding tax on payments under the agreement or to other taxes/duties (e.g. stamp duties, registration fees, etc.) payable in respect of the agreement.	Credit, facility and loan agreements
Tax-Free Reorganization (U.S.)	Captures the parties' intention for the transaction to qualify as a tax-free reorganization for United States federal income tax purposes. It does not capture affirmative or negative covenants relating to such tax-free treatment. It also does not capture a party's obligation to provide a legal opinion regarding such tax-free treatment.	Arrangement agreements and merger agreements
Technical and Organizational Measures	Captures all provisions with respect to technical and organizational measures that must be put into place to protect data.	General commercial agreements like license and service agreements, in addition to data protection addenda
Tenant	Captures the name of a tenant.	Commercial and residential real estate leases governed by the laws of England and Wales

Name	Description	Field was trained on
Tenant Allowances—Lease Accounting	Captures improvement and other allowances provided by a landlord to a tenant. It also generally captures monetary restrictions on the use of an allowance, the requirement to amortize all or a portion of an allowance, and a tenant's right, if any, to the residual amount of an allowance. It does not capture management or supervisory fees paid to a landlord out of any such allowance in respect of improvements to the leased premises.	Primarily on (i) United States and Canadian commercial real estate leases, and (ii) United States equipment and other non-real estate leases (including some aircraft leases)
Tenant Insurance Obligations	Captures the obligation of a tenant to obtain and maintain ongoing insurance, including general liability, property, workers' compensation, and other types of insurance, and the specifications for such insurance and obligations to deliver evidence thereof. This smart field does not capture any obligation of a tenant or any contractor to maintain insurance in connection with construction at the property, or any obligation of a tenant to reimburse the landlord for insurance maintained by the landlord.	United States and Canadian commercial leases
Tenant Transfer Rights to Affiliate	Captures the right of a tenant to transfer its rights under a lease to an affiliate without the permission of the landlord.	Commercial leases
Tenant's Default—Cure Periods for Monetary Defaults	Captures the amount of time a tenant has, if any, to cure a default in its performance of a monetary obligation under a lease.	Leases from the United States and Canada
Term & Renewal—Equipment Lease	Captures the term of a lease, including any options to renew or extend such term.	Primarily on United States equipment and other non-real estate leases (including some aircraft leases)

Name	Description	Field was trained on
Term and Renewal	Captures the initial term of an agreement and any extensions or renewals.	A variety of agreement types including service, supply, distribution, intellectual property, employment, and franchise agreements
Termination	Captures general termination provisions.	A variety of document types including supply, service, employment, distribution, and franchise agreements
Termination— Purchase/Merger Agreement	Captures the termination provision in a purchase agreement, including the effects of termination. It does not capture provisions relating to termination fees or liability for expenses on termination.	Share purchase agreements, asset purchase agreements, arrangement agreements and merger agreements
Termination and Reduction of Commitment	Captures the notice requirements for either the lender or the borrower to terminate the loan commitments under the agreement.	Credit, facility and loan agreements
Termination Currency	Captures the currency in which payments will be made under terminated transactions.	International Swaps and Derivatives Association agreements
Termination Damages—Lease	Captures any damages, fees or other penalties payable by the tenant to the landlord in the event of an early termination of the lease, whether for default or otherwise.	Commercial leases
Termination Fee	Captures the fees payable by the purchaser and/or seller if a purchase agreement is terminated prior to closing.	Share purchase agreements, asset purchase agreements and merger agreements

Name	Description	Field was trained on
Termination for Casualty—Lease	Captures the right of a tenant and/or landlord to terminate the lease in the event of damage or destruction to the leased premises.	Commercial leases
Termination for Cause or Breach	Captures the right of a party to terminate an agreement for cause or breach.	A variety of document types including supply, service, employment and distribution agreements
Termination for Condemnation—Lease	Captures lease termination provisions triggered by the leased premises becoming condemned or being appropriated by a public authority, in whole or in part.	Commercial leases
Termination for Convenience	Captures the right of a party to terminate an agreement without justification.	A variety of agreement types including service, supply, distribution, intellectual property, employment, and franchise agreements
Termination for Insolvency	Captures the right of a party to terminate an agreement for insolvency.	A variety of document types including supply, service, employment and distribution agreements
Termination for Material Adverse Effect	Captures both the closing condition that no material adverse effect or change has occurred, and the specific right to terminate the agreement in the event of a material adverse effect or change in the termination section.	Share purchase agreements, asset purchase agreements and merger agreements
Termination for Material Breach	Captures the covered entity's right to terminate the business associate agreement in the event of a material breach by the business associate.	Business associate agreements
Termination of Benefit Plans	Captures a target's obligation to terminate 401(K) plans and other similar benefit plans in connection with the consummation of an acquisition.	Arrangement agreements and merger agreements

Name	Description	Field was trained on
Termination of Shareholders' Agreement	Captures the way in which a shareholders' agreement may be terminated.	Shareholders' agreements
Termination Procedures	Captures the procedures that must be followed in order to terminate an agreement.	A variety of document types including supply, service, employment and distribution agreements
Territory	Captures the concept of "territory" in an agreement, typically with respect to a grant of license or distribution rights.	A variety of agreement types including service, supply, distribution and intellectual property agreements
Third Party Beneficiaries	Captures acknowledgements that an agreement is not intended to benefit anyone other than the parties to the agreement.	Share purchase agreements, asset purchase agreements and merger agreements
Third-Party Claims	Captures indemnification procedures specifically for claims by a third party against an indemnified party (as opposed to direct claims).	Share purchase agreements, asset purchase agreements and merger agreements
Threshold	Captures the definition of "Threshold" which is used to determine whether an event of default has taken place.	International Swaps and Derivatives Association agreements
Threshold—CSA	Captures the level of unsecured exposure before any collateral is called. It can be a specific monetary amount or linked to a credit ratings matrix.	The Credit Support Annexes for International Swaps and Derivatives Association agreements, but was not trained on the 2016 Credit Support Annexes

Name	Description	Field was trained on
Time of Filing	Captures the time of filing the Uniform Commercial Code financing statement. Redactions or poor font quality may impact the accuracy of this smart field.	Standard UCC-1 forms
Time of the Essence	Captures acknowledgments by the parties that time is "of the essence".	A variety of commercial agreement types including service, supply, distribution and license agreements
Timing of Rent Payment—Equipment Lease	Captures timing of rental payments under a lease.	Primarily on United States equipment and other non-real estate leases (including some aircraft leases)
Title	Captures the title of an agreement.	A variety of agreement types including service, supply, distribution, intellectual property, purchase and employment agreements
Title to Equipment—Equipment Lease	Captures provisions addressing lessor's legal title to and ownership interest in the leased property, including any alterations or improvements thereto. It also captures any transfer of title from lessor to lessee.	Primarily on United States equipment and other non-real estate leases (including some aircraft leases)
Title to Properties Representation	Captures representations of a borrower that it has good and marketable title to its assets, and that its assets are not subject to liens (other than permitted liens).	Credit, facility and loan agreements
Title, Sufficiency and Condition of Assets Representation	Captures representations that a party has good and marketable title to the assets being sold, that the assets are in good condition and/or that the assets represent all the assets necessary to conduct the purchased business.	Share purchase agreements, asset purchase agreements and merger agreements

Name	Description	Field was trained on
Title/Risk of Loss	Captures provisions addressing when title and/or risk of loss with respect to goods or products supplied under a commercial agreement passes from seller to buyer.	Primarily on service, supply, distribution and intellectual property agreements
Total Ineligibility Date	Captures whether the parties have agreed to modify the standard definition of "Total Ineligibility Date".	2016 Credit Support Annexes for International Swaps and Derivatives Association agreements only
Total Investment	Captures the paragraph discussing the total investment required to start the franchise.	Franchise disclosure documents
Total Investment Range Amount	Captures the total investment range, expressed in dollar amounts.	Franchise disclosure documents
"Transaction Documents" Definition	Captures the definition of transaction documents.	Purchase agreements
Transactions with Affiliates Covenant	Captures covenants of a borrower with respect to engaging in transactions with affiliates or non-arm's length parties.	Credit, facility and loan agreements
Transactions with Affiliates Covenant—Bond Indenture	Captures the covenant limiting the issuer's ability to engage in transactions with affiliates to specified circumstances.	High yield corporate debt security indentures governed by the laws of the United States and Canada
Transfer—Franchise Agreements	Captures all provisions governing the n-term transfer of a franchise agreement (and corresponding rights and interests, etc.) by franchisee or franchisor to a third party, including necessary consents and conditions to effect the transfer. This smart field also captures instances where unauthorized transfers will trigger termination.	Franchise agreements

Name	Description	Field was trained on
Transfer Ineligibility Date	Captures whether the parties have agreed to modify the standard definition of "Transfer Ineligibility Date".	2016 Credit Support Annexes for International Swaps and Derivatives Association agreements only
Transfer of Data	Captures provisions relating to the transfer of data, generally and internationally.	General commercial agreements like license and service agreements, in addition to data protection addenda
Transfer of Interest Amount	Captures the time at which the transfer of interest amount will be made to the transferor.	The Credit Support Annexes for International Swaps and Derivatives Association agreements
Transfer of Shares	Captures any provisions with respect to the transfer of a shareholder's shares.	Shareholders' agreements
Transfer Timing	Captures any modifications to the standard provision regarding the time for transfers of collateral.	The Credit Support Annexes for International Swaps and Derivatives Association agreements
Transferability of Options	Captures provisions relating to the option holder's ability to transfer, assign, pledge or hypothecate the stock option.	Option agreements
Treatment of Target Equity Awards	Captures provisions addressing the treatment of the target's equity awards pursuant to a plan of arrangement or merger.	Arrangement agreements and merger agreements
Trustee Compensation and Indemnity— Bond Indenture	Captures the circumstances under which the indenture trustee will be compensated, indemnified, and reimbursed by the issuer.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada

Name	Description	Field was trained on
Trustee Conflict of Interests—Bond Indenture	Captures the provision related to the indenture trustee acquiring and eliminating a conflict of interest regarding the trustee's role and its role in any other capacity.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Trustee May Enforce Claims Without Possession of Securities—Bond Indenture	Captures instances where all rights of action and claims under the corporate debt securities or the indenture may be enforced by the trustee, even if it does not possess any of the corporate debt securities or does not produce any of them in the proceeding.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Trustee May File Proofs of Claim—Bond Indenture	Captures instances where the trustee may file proofs of claim or other documents as may be necessary or advisable to have the claims of the trustee and of the holders of the corporate debt securities allowed in any judicial proceeding.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Trustee May Hold Securities, Notes, and Senior Indebtedness—Bond Indenture	Captures the ability of the indenture trustee to become the owner of securities or notes, hold senior indebtedness, and otherwise deal with the issuer or any affiliate with the same rights, as if it was not the indenture trustee.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Trustee's Disclaimer—Bond Indenture	Captures the disclaimers of the indenture trustee regarding certain items contained in and related to the indenture.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada

Name	Description	Field was trained on
Trustee's Notice of Defaults—Bond Indenture	Captures the notice obligations of the indenture trustee in the event of a default. It also captures when the indenture trustee may withhold notice from holders of certain defaults.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Type of UCC Form	Captures the title of the Uniform Commercial Code financing statement.	Standard UCC-1 forms
Umbrella/Excess Liability Insurance	Captures a party's obligation to obtain umbrella or excess liability insurance, but does not include insurance-related indemnity obligations.	A variety of agreement types including service, intellectual property, supply, and distribution agreements
Unanimous Lender Approval	Captures waivers, amendments and other actions requiring the consent of every lender (or every lender in a particular class).	Credit, facility and loan agreements
Unauthorized Use or Disclosure, Breach or Security Incident	Captures the obligations of the parties in the event of any unauthorized use or disclosure of protected health information, breach of unsecured protected health information or security incident. It does not capture (i) the obligation to mitigate (which is captured under a separate smart field); (ii) liability for costs; (iii) contact information; or (iv) general obligations to comply with the Health Insurance Portability and Accountability Act (HIPAA) or other applicable laws.	Business associate agreements
Unavailability of Screen Rate/ Absence of Quotation—Bond Indenture	Captures the process for determining LIBOR when the initial determination of LIBOR is temporarily unavailable.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada

Name	Description	Field was trained on
Unavailability of Screen Rate/ Absence of Quotation— Credit Agreement	Captures the process for determining the applicable screen rate in the event such screen rate is temporarily unavailable.	Credit, facility and loan agreements, but not on intercreditor agreements
Underletting— Circumstances/ Conditions	Captures any circumstances where a landlord can reasonably refuse consent to underlet/ sublet and any conditions to which consent can be subject.	Commercial and residential real estate leases governed by the laws of England and Wales
Underletting— Permitted/ Prohibited	Captures whether underletting/subletting is permitted or prohibited under a lease, but excludes a tenant's ability to grant a sub-tenant permission to underlet.	Commercial and residential real estate leases governed by the laws of England and Wales
Undertaking for Costs—Bond Indenture	Captures provisions specifying that a court may, in its discretion, require the filing by any party litigant of an undertaking to pay the costs of the suit. This smart field also captures limitations as to this undertaking for costs.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Unilateral Tenant Termination Rights—Lease	Captures express rights of a tenant to unilaterally terminate a lease in full or with respect to a portion of the leased premises for convenience. This smart field does not capture tenant termination rights that are contingent on the occurrence of certain events (such as delay of possession, damage to building, or breach of exclusivity provisions).	Leases from the United States and Canada
Unrestricted Subsidiaries	Captures the definition of "Unrestricted Subsidiaries" as well as the rules for designating "Unrestricted Subsidiaries".	Credit, facility and loan agreements

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Name	Description	Field was trained on
Unrestricted Subsidiaries—Commitment Letter	Captures the right of a borrower to designate unrestricted subsidiaries.	Commitment letters
"Unrestricted Subsidiary" Definition—Bond Indenture	Captures the definition of "Unrestricted Subsidiary" and similar terms.	High-yield corporate debt security indentures governed by the laws of the United States and Canada
Updated Disclosure Schedules	Captures provisions that either allow or require the seller to update the disclosure schedules prior to closing.	Share purchase agreements, asset purchase agreements and merger agreements
Upfront/ Arrangement Fees	Captures fees payable to the lead arranger.	Credit, facility and loan agreements
Upfront/Initial Payments	Captures payments that are due on execution of an agreement or within a certain number of days after execution, including deposits.	A variety of agreement types including service, intellectual property, supply and distribution agreements
Use Limited to Purpose	Captures the requirement that confidential information only be used in connection with the purpose for which it was shared.	Non-disclosure agreements
Use of Equipment —Equipment Lease	Captures provisions addressing lessee's right to use the leased property.	Primarily on United States equipment and other non-real estate leases (including some aircraft leases)

Name	Description	Field was trained on
Use of Posted Collateral	Captures whether the standard provisions allowing rehypothecation apply, as well as any additional eligibility requirements.	The Credit Support Annexes for International Swaps and Derivatives Association agreements, and applies only to those governed by New York law
Use of Premises	Captures a tenant's permitted uses of the leased premises.	United States and Canadian commercial leases
Use of Proceeds/ Purpose	Captures the permitted uses of funds from credit facilities.	Commitment letters
Utilities	Captures obligations of a party to install, provide, or pay for water, gas, sewer, and electricity at a leased property.	United States and Canadian commercial leases
Utilities (Obligation to Pay)	Captures a tenant's obligation to pay for utilities, including water, gas, sewage and electricity.	Commercial and residential real estate leases governed by the laws of England and Wales
Valuation Agent	Captures the identity of the valuation agent and the circumstances under which that valuation agent can be replaced.	The Credit Support Annexes for International Swaps and Derivatives Association agreements
Valuation Date	Captures the frequency at which exposure and collateral are revalued by the valuation agent.	The Credit Support Annexes for International Swaps and Derivatives Association agreements
Valuation Date Location	Captures the location(s) designated by each party for determining the Valuation Date.	2016 Credit Support Annexes for International Swaps and Derivatives Association agreements only

Name	Description	Field was trained on
Valuation Percentage	Captures the definition of "Valuation Percentage" with respect to an item of Eligible Credit Support, but it does not capture the specific percentages for each such item as set out under the "Eligible Credit Support" section.	2016 Credit Support Annexes for International Swaps and Derivatives Association agreements only
Valuation Time	Captures the time at which a valuation is to be made on the valuation date.	The Credit Support Annexes for International Swaps and Derivatives Association agreements
Value—Dispute and Resolution	Captures how "value" will be calculated in the context of dispute resolution.	The Credit Support Annexes for International Swaps and Derivatives Association agreements
Value-Added Tax	Captures provisions with respect to any value-added taxes payable by the parties in connection with the agreement.	U.K. facility agreements
Value-Added Tax (Broad)	Captures the value-added tax provisions in an agreement, including related definitions.	A variety of agreement types including service, intellectual property, supply and distribution agreements
VAT (Obligation to Pay)	Captures the obligation to pay VAT on amounts payable under a lease, including VAT rents. This smart field also captures statements of whether amounts payable are exclusive of VAT.	Commercial and residential real estate leases governed by the laws of England and Wales
Venue	Captures the location in which litigation connected with an agreement must occur.	A variety of agreement types including service, supply, distribution, intellectual property, purchase and employment agreements

Name	Description	Field was trained on
Vesting Commencement Date	Captures the specific date from which the stock option shall begin to vest if specified in the agreement.	Option agreements
Vesting Schedule	Captures the schedule according to which the stock option shall vest and become exercisable. However, it will not capture subsequent changes to the vesting schedule as a result of certain events (e.g. acceleration on change of control). This smart field may not capture vesting schedules presented in table format.	Option agreements
Veto/Approval Rights	Captures the rights of shareholders to veto or approve of certain actions of the company.	Shareholders' agreements
Voluntary Prepayments— Credit Agreement	Captures any rights of the borrower to prepay the loan, including any notice and minimum amount requirements.	Credit, facility and loan agreements
Voting at Directors Meetings	Captures the general rule on the number of votes required to pass resolutions at directors meetings, but does not capture rules concerning sole directors.	Articles and bylaws from the United States, Canada, and England and Wales
Voting/Waivers and Amendments	Captures the waiver and amendment provisions applicable to a credit facility.	Commitment letters
Waiver	Captures the conditions under which a party is deemed to waive its rights under the agreement.	A variety of agreement types including service, supply, distribution, intellectual property, purchase and employment agreements
Waiver of Jury Trial—ISDA	Captures whether the parties have waived their right to a jury trial.	International Swaps and Derivatives Association agreements

Name	Description	Field was trained on
Waiver of Past Defaults—Bond Indenture	Captures instances where the holders of a majority of aggregate principal amount of outstanding corporate debt securities may waive existing defaults.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Waiver of Stay, Extension and Usury Laws Covenant—Bond Indenture	Captures the covenant of the issuer to waive any stay, extension and usury laws that would affect compliance with the covenants or performance of the indenture.	Investment grade and high yield corporate debt security indentures governed by the laws of the United States and Canada
Waiver of Termination Rights—Lease	Captures an acknowledgement by a landlord or tenant that it has waived its right to terminate the lease under any statute or rule of law.	Commercial leases
Waiver re Application of 1111(b)— Intercreditor Agreement	Captures the agreement by junior secured creditors to waive any claim against one or more senior secured creditors arising out of the election by any such senior secured creditor of the application of Section 1111(b) of the U.S. Bankruptcy Code. It also captures the agreement by junior secured creditors to refrain from making any election under Section 1111(b).	United States intercreditor agreements
Warranty	Captures a guarantee by a party to repair or replace if necessary within a specified period of time, but does not capture warranties in asset purchase agreements, share purchase agreements or merger agreements. This smart field does not capture disclaimers of warranties.	A variety of agreement types including service, supply, distribution and intellectual property agreements
Waterfall— Credit Agreement	Captures the application and priority of the distribution of funds following an event of default.	Credit, facility and loan agreements, but not on intercreditor agreements
"Willful Breach" Definition	Captures the definition of "Willful Breach".	Arrangement agreements and merger agreements

Name	Description	Field was trained on
Work Hours/ Overtime	Captures an employee's work hours, any overtime work that may be required, and whether additional compensation will be provided.	Executive employment agreements
Working Capital Adjustments	Captures all pre-closing and post-closing adjustments to the aggregate purchase price based on working capital.	Share purchase agreements, asset purchase agreements and merger agreements
"Working Capital" Definition	Captures the definition of the working capital in connection with the transaction. It does not include working capital adjustments.	Share purchase agreements, asset purchase agreements and merger agreements
Yield / Applicable Margin—Most Favored Nation— Incremental Facility	Captures the most favored nation provision for incremental facilities / increases in commitment with respect to yield / applicable margin. This smart field has not been trained to capture similar provisions regarding refinance / replacement facilities, incremental notes, or incremental equivalent debt. It is recommended that this smart field be used together with the other Incremental Facility smart fields.	Credit, facility, and loan agreements
Yield Protection	Captures yield protection provisions.	Commitment letters

Discovery AI for Users

Discovery AI enables users to import contracts and related documents, and to apply artificial intelligence to extract and store significant data—such as terms, dates, parties, and amounts—from them.

Discovery AI is available for users of Conga CLM on the Revenue Lifecycle Platform.

Admin users are responsible for setting up Discovery AI, for defining and mapping document extractions, and for managing the tool's use. Users are responsible for importing and extracting documents, and, once documents are extracted, reviewing and approving the extractions.

Users access Discovery AI on the Revenue Lifecycle Platform from Conga CLM.

From its dashboard, Conga Discovery AI offers users controls to:

- Import and extract documents
- Review imported documents and train the AI

Accessing Discovery AI

To access Discovery AI from Conga CLM

Follow the steps at Importing an Offline Document Using Discovery AI to enter the import flow.

Follow the steps at Reviewing an Agreement Created by Intelligent Discovery to enter the review flow.

The Home Screen

The default Discovery AI user view is a home screen through which you can:

- [Import documents](#).
- See recently uploaded documents.
    - Sort documents by their attributes.
    - Review which documents have been submitted for extraction.
- Review:
    - Total Documents Uploaded
    - Total Documents Present
    - Documents Ready for Review
    - Documents Ready for Approval
    - Documents Processing
    - Documents Completed
    - Documents in Error
    - Documents Deleted
- Open original documents from wherever they are stored: in Conga CLM or in Salesforce. If the repositories are synchronized, you can access either.

Clicking the folder in the left navigation bar opens the Project Dashboard.

The Project Dashboard

The Project Dashboard offers two working views of the project. These enable folder management, and once a folder is selected, document management and review.

Folder Management

From the Home page, click the folder icon in the left nav bar to open the Project Dashboard.

This view helps you manage folders. From here, you can:

- Navigate, sort, and search folders.
- Edit (rename) individual folders.
- Delete individual, multiple, or all folders.
- Export the folder listing as Excel or CSV.
- Edit the columns visible in the dashboard.

You can also open any folder to view the documents it contains. This opens a second Project Dashboard view, which lists a project's documents.

Renaming and Deleting Folders

To rename a Folder, click the More icon (⋮) and select the **Edit** pulldown menu item.
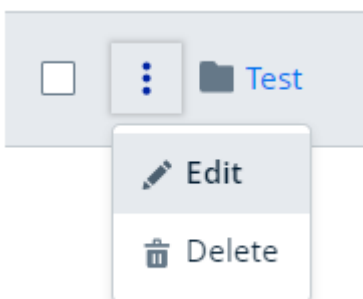
Enter the revised folder name and click **Save**.

To delete a folder, click the More icon and select the **Delete** pulldown menu item. Alternatively, you can select the box adjacent to the folder name and click the delete icon above the Project Dashboard grid. You can select one, several, or all folders for deletion using this method.

Exporting Folder Listings

When in the folder view of the Project Dashboard, you can export a comma-separated value (CSV) or Excel format file of the folders.

To export a CSV of all projects, click the **EXPORT CSV** button to the top right of the screen. This downloads a CSV of all folders without consideration of any row selections.

To export a CSV or Excel file of one row up to a page of rows, select the check box next to the rows you will export, then select the output format (**Export as CSV** or **Export as Excel**) from the download icon ( ). This exports a listing of the selected folders, including each folders' name, document count, last-modified date, source, and status.
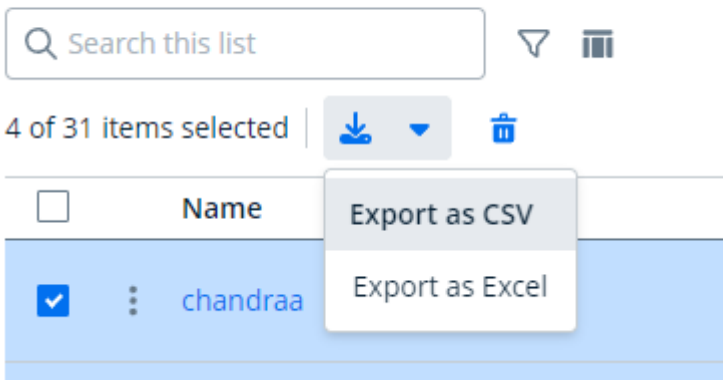
Document Management

The second Project Dashboard view displays and enables management of documents in a folder.

From this document-level Project Dashboard view, you can:

- Review the current status of documents in the system.
- Sort, filter, search, and select documents in various states of readiness for review.
- Open for review documents marked "Ready for Review."
- Upload one or more documents from CLM, Sharepoint, or your local file system.
- Export a comma-separated value (CSV) or Excel-format file of documents.
- Click **Project Dashboard** to return to the first (project-level) dashboard view.

Sorting from the Dashboard

One simple method to find specific documents from the dashboard is to sort the columns. For each column, you can click the column heading and select the up or down arrow to display the rows of agreements in ascending or descending order.

Once you click the bidirectional (up/down) arrow, the rows are sorted in ascending or descending order by that column. You can reverse the order by clicking it again, or you can pick a different column.

For more detailed and specific search and filter operations, see Filtering and Searching Files.

Exporting Document Listings

When in the document view of the Project Dashboard, you can export a comma-separated value (CSV) or Excel format file of the documents in the open project.

To export a CSV listing of all documents, click the **EXPORT CSV** button to the top right of the screen. This downloads a CSV of the entire folder without consideration of any row selections.

To export a CSV or Excel file of one row up to a page of rows, select the check box next to the rows you will export, then select the output format (**Export as CSV** or **Export as Excel**) from the download icon (🔽). This exports an extensive set of data and metadata for each selected document.

Filtering Files

You can search for files by simple name search or you can use the Advanced Search feature accessible from the Project Dashboard to search with great specificity.

Search Product Dashboard results by clicking the Filter icon and entering field and operator information to narrow your listed documents for review.

To filter files

1. Open the Product Dashboard.
2. Select a directory by clicking its name.
3. Click the filter icon (Advanced Search).

Copyright ©2024 Conga Corporation. All rights reserved.
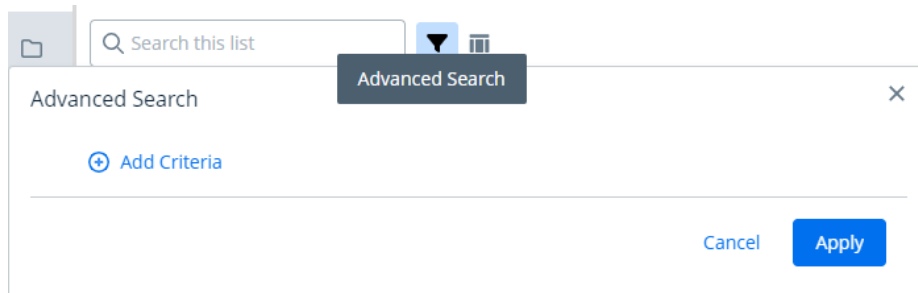
4. Click **Add Criteria**.

5. Select one of the field types that appears in the **Field** drop-down menu.

> ❌ Do not select the **Document Name** or **Document Size** field types. A known issue involving these selections produces an error that will stop this flow and require you to repeat it with another field.

6. Select a logical operator from the **Operator** drop-down menu

7. Enter or select a value in the **Value** field.

8. Click **Apply**, or If you need greater search specificity, you click **Add Criteria** to add more criteria.

9. If you add multiple criteria, you can control the search expression using logical AND and OR operators between searches in the **Filter Expression** field.

Operands must be enclosed with spaces and parentheses. NOT, NOR, and NAND operations are not supported, but these logical cases can be addressed using Operator field logic.

Importing Documents and Files

To import single files and folders

1. From the Home screen or the Project Dashboard, click the **Import Document** button and select **Single Document** from the dropdown menu or click **Intelligent Document Import** from the Conga CLM user interface. This may be a dropdown menu item or a button on a tile. See your product's guide for details.
   These actions raise the Import Document screen to the "Upload a file" step.

   > ⚠️ **Caution**
   >
   > If you enter the import flow from an agreement page, note the document type (i.e., DOCX, PDF, etc.) before proceeding. This value is not persistent across all products and mismatching an existing document type with the selected search will result in an error.

2. Select **Single file upload** or **Folder upload**. You can also slide the **Skip Existing Documents** toggle on to prevent uploading duplicate files or off to permit it.

   Skip Existing Documents ⬤ⓘ Duplicate files will not be imported when toggle is enabled

3. Upload a file or folder through the browser or drag and drop it from the desktop.

   > ℹ️ **Note**
   >
   > You can upload single files of the DOC, DOCX, and PDF file types for direct import, or folders containing such files. Make sure the files are of the same document type (see step 4) before bulk uploading. When uploading from a local file system, you can upload a folder of up to 1,000 documents. When uploading from Conga CLM, you can see up to 1,000 documents, which you can upload in 100-document batches.

4. Select the document type from the list of available document types.

Select Document Type

Select the type of document you are uploading

Select Document Type
┌─────────────────────────────────────┐
│ Search for document type   ▲   │
└─────────────────────────────────────┘
┌─────────────────────────────────────┐
│ Corporate   cument type │
│ NDA   │
│ MSA   │
└─────────────────────────────────────┘

You can also select from any available worksheet to apply preconfigured worksheet rules to your import.

Select Document Type

Select the type of document you are uploading

┌─────────────────────────────────────┐
│ Select Document Type   ▼   │
└─────────────────────────────────────┘

Select the worksheet linked to the document type

Select Worksheet
┌─────────────────────────────────────┐
│ Search for worksheet   ▼   │
└─────────────────────────────────────┘

5. Choose the processing option. You can select:
   - **OCR** to import the document as searchable text
   - **Automated Extraction** to submit the document for AI-only extraction, or
   - **Verified Extraction** to submit the document for AI extraction with attorney review.

   > ℹ️ The administrator can restrict access to these options. If so, some may not be visible.

6. Review the advisory messages concerning your import carefully. OCR-only imports are quick and cheap, but no fields, clauses, or tables are extracted. Automated Extraction offers AI-only processing of documents, may cost more, but is fairly quick. Verified processing, on the other hand, is high-value and can take a considerable amount of time (possibly days) but provides very high accuracy.

> ℹ️ **Note**
>
> Verified Extraction is only available for a limited set of terms. If you receive an error after selecting Verified Extraction, try again using Automated Extraction.

7. Click the **IMPORT** button.
8. A message appears, confirming the submission and advising that you will receive email confirmation when document processing is complete and the document is ready for review.

   On folder uploads, an Uploading Documents pop-up displays uploaded files, files remaining to upload, uploading files' progress, and those files' success and error statuses.
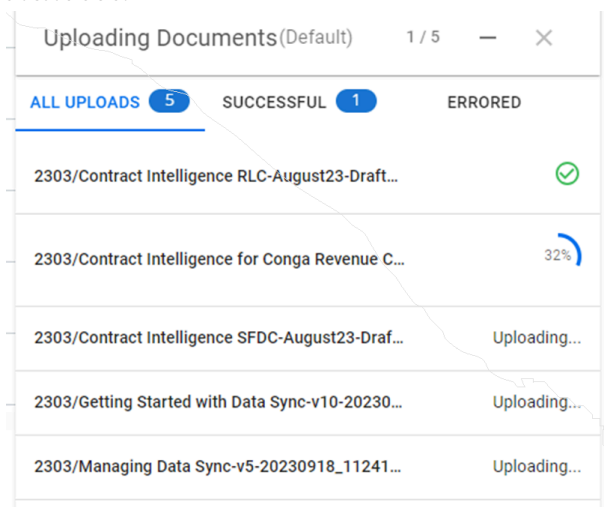
> ℹ️ **Note**
>
> You can detect and skip duplicate documents from a single or bulk import. During import, a duplicate file check is made within each folder and across all folders and sub-folders. An upload popup dialog shows when a duplicate file is discovered, by name.

Users can import files and folders for extraction according to import rules established by the administrator.

To import from Conga CLM

Prerequisite

You have performed the one-time setup and syncing of documents from Salesforce to the Conga Platform described in Managing Data Sync.

1.
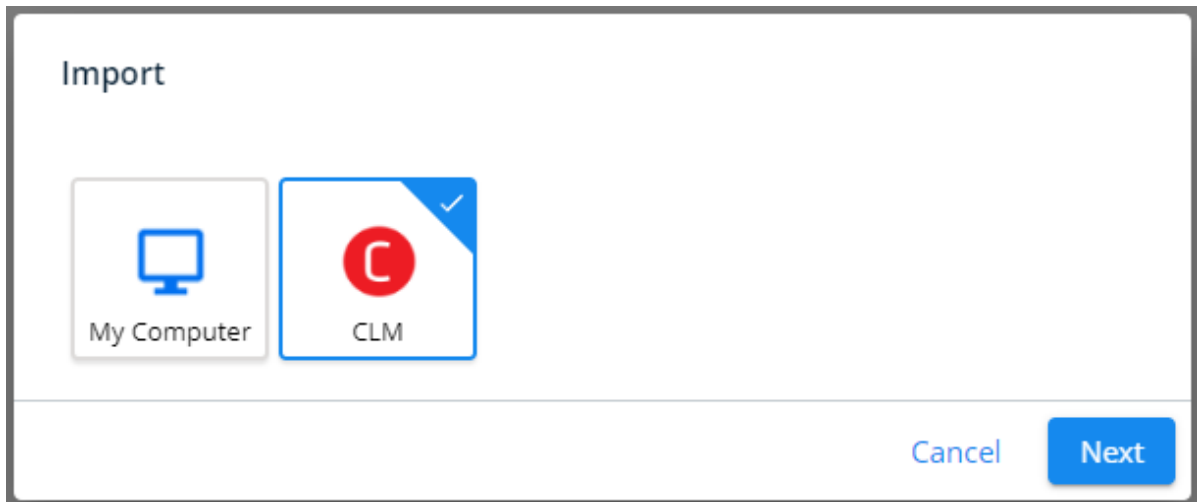
2. In the Import Project window, you can select CLM document collections to import. You can filter these using filter criteria inscribed into several data types. You can also slide the **Skip Existing Documents** and **Skip Older Versions** toggles off to retain duplicate or legacy documents in your upload.

3. In the Document Selection section, click the check boxes adjacent to the documents you will import or check the top box to select all documents.

4. Select the worksheets and extraction types for each contract type you expect to import.

5. Click **IMPORT**. You may receive a notice that the process is in progress.

6. Document upload progress is reported in the Uploading Documents popup at bottom right.
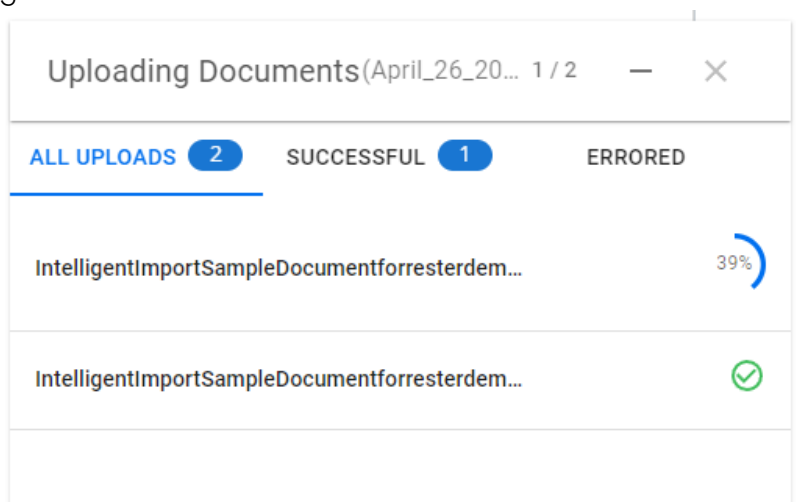
You can click the tabs to find out the progress of all uploads (default), successful uploads, and uploads with errors.

7. Success is indicated when all uploads are marked with a green check mark. If you receive errors, you can resubmit as described in Error Reprocessing.

To import from Microsoft Sharepoint

Prerequisite

You have performed the one-time setup from Microsoft Sharepoint to the Conga Platform described in Microsoft Sharepoint Integration.

1. From the home page, click the folder icon in the left navbar to raise the Product Dashboard.
2. In the Project Dashboard, click the link text of a project name.
3. Click **UPLOAD FILES**.
4. Select **Sharepoint** from the Import popup and click **Next**.
5. In the Import Project window, you can select Microsoft Sharepoint document collections to import. You can filter these using filter criteria inscribed into several data types.
6. In the Document Selection section, click the check boxes adjacent to the documents you will import or check the top box to select all documents.
7. In the Choose Processing Options section, select the document type, worksheets, and extraction types for your selected document.
8. Click **IMPORT**. You may receive a notice that the process is in progress.
9. Document upload progress is reported in the Uploading Documents popup at bottom right. You can click the tabs to find out the progress of all uploads (default), successful uploads, and uploads with errors.
10. Success is indicated when all uploads are marked with a green check mark.

Behaviors and Limitations

- Sorting is currently not available
- An import request can only process one of the options below:
  - A single folder
  - A single file
  - A group of files
- While viewing Sharepoint content, if multiple items are selected across pages, only the selections on the current page will process
- If the user selects files, and then navigates in and out of folders and selects more files, only the current selection shown will process (for example, whatever the current folder contains)

- All files are displayed regardless of type, so ensure that only .doc, .docx, and .pdf files are selected. An error displays if unsupported file types are selected.
- Search results only return files and not folders

Error Reprocessing

During bulk imports, some files may have errors or may hang in the processing state for more than 24 hours. Rather than having these issues spoil the entire upload, you can reprocess a bulk upload during upload, OCR, or verification before the upload is ready for review.

To resubmit a bulk upload for error reprocessing

1. Go to the Product Dashboard.
2. Select the bulk import you will resubmit.
3. Click the Bulk Resubmit ( ) button.

4. Click **CONFIRM**.
5. Bulk processing is reinitiated.

Reviewing Imported Documents

You can review and correct the clauses, fields, and table rows extracted from imported documents. Discovery AI converts all scanned or uploaded documents to PDF format for scanning and review. Provisions and other significant text are highlighted for review in an in-app PDF reader. For each detected clause you review, you can accept the extract, reject the extract, edit the extract, or flag the extract for review.

To review imported documents

Enter review mode:

- From the home screen, click the folder icon to access the Project Dashboard, then open a file marked "Ready For Review."
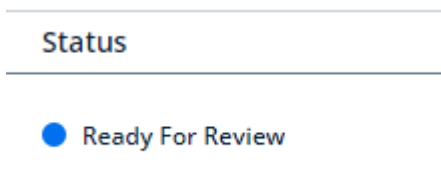
- From an open contract in Conga CLM click **Review Intelligent Document Import** (if available).
- If the administrator has configured it and if you are named as a reviewer, you can also check out batches of files by clicking the **+ GET NEXT BATCH** button.

Passages from the extraction map that the AI has identified are highlighted in the text and identified by mapping category under the PROVISIONS FOUND heading in the review column to the right. For example, if a contract contains an amended effective date field, as has been mapped in the extraction map, that field is highlighted in the text and appears in the right column under its field-name heading.
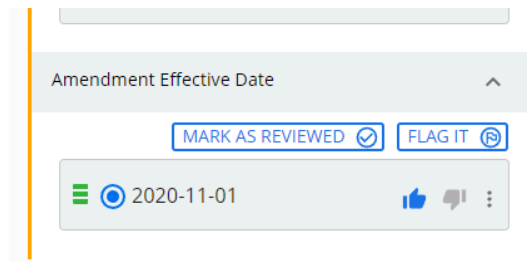
In this mode, you can offer feedback on extraction quality directly to the AI (using the thumbs-up/thumbs-down icons), mark a field or clause as reviewed (approved), or flag the entry for further attention.

For clauses, you can also remove the checkmark from the left checkbox to withhold feedback on the extraction. This means the extraction result will not be used to train the AI.
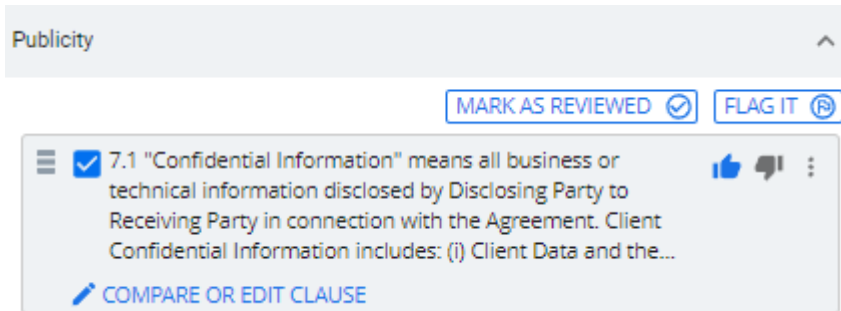
The AI's confidence score is indicated on the left, using color-coded bars:

Mandatory fields are indicated by "Required" indicators. Your review cannot be completed until these required values are populated, either automatically or through manual editing.
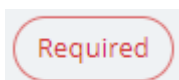
Provisions mapped for the document type that have *not* been found in the document are also called out in the review column below the found items, under the PROVISIONS MISSING heading.

Provisions that are in training are also called out in a special section, PROVISIONS BEING TRAINED.

For more on this, see Training Provisions.

Selecting each item raises a summary of the item's name if it is a field or a clause, and a comparison of extracted values and their interpreted value.

For clauses, extracted clauses are compared to standard clauses and the match/non-match results displayed. Clauses that match are displayed with a "Matches with standard clause" heading. Clauses that do not match are displayed under a "Does not match standard clause" heading.

You are offered the ability to edit the extraction. Use this with care.

When the AI reviews documents, it compares the ingested text to known samples to find matches and close correlates to sample provisions. You can review its performance, gain insight into how it is making such comparisons, and select the best of several alternative clauses using the Compare or Edit Clause feature. Clicking the down-arrow icon adjacent to an extracted clause exposes the standard clauses that the AI recognizes as close matches.

Clicking **COMPARE OR EDIT CLAUSE** exposes the Clause Assignment window, which contains four views of an extract: the extracted clause itself, the standard clause against which it was compared (this can include the language of custom provisions), and the similarities and differences between the extracted clause and the standard.
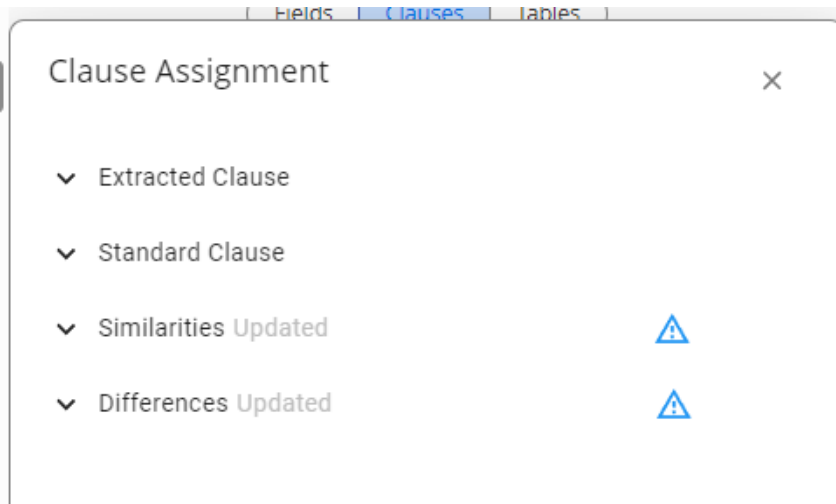
The Extracted and Standard fields are as described:
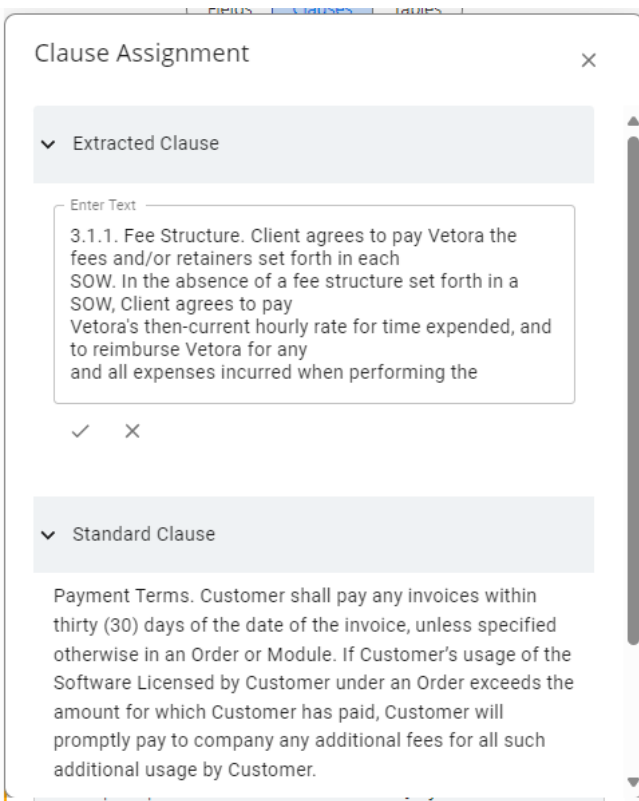
Beneath these, the AI describes the similarities and differences between the extracted and standard clauses:

Searching Extractions

Clicking the search (magnifying glass) button opens a search feature that enables you to narrow the list of visible entries in the review column.

All entries in the review column can be expanded by clicking the down arrow, exposing the text of the found provision and some review tools.

3. Termination without Cause. Either party may terminate this Agreement without cause (subject to each party's transition rights and obligations) after an initial period of 18 months.

4. Effects of termination. Upon early termination of this Agreement, Blue Cube shall refund to Company any pre-paid fees, including SaaS Hosting Fees, for services not yet rendered.

Assignment: These General Terms, any Modules, and any Orders, and any rights or obligations of CUSTOMER thereunder, may not be assigned, subcontracted or transferred by CUSTOMER, in whole or in part, whether voluntary, by operation of contract, law or otherwise, without the prior written consent of COMPANY. COMPANY may assign the Agreement, without consent, to any successor to all or substantially all its business or assets to which the Agreement relates, whether by merger, sale of assets, sale of stock, reorganization or otherwise.

Tables are extracted as several expandable rows of fields and displayed individually:

Click **Review/Edit Table** to raise a half-screen user interface for reviewing the table rows.

> **ⓘ Note**
>
> When you click on the Review/Edit Table link, the document view may not be updated to the table's location. If this happens, click again, or click the name of the table.

In this interface, you can delete, edit, add, or reorder a row, or select multiple or all rows for bulk editing.

When you have reviewed a selected table row and deem it satisfactory, click the **Mark as Reviewed** button to indicate acceptance. You can do this with multiple or all rows as well.

Clicking the preview button shows the table's values in context.
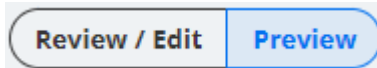
Some tables may be configured to show hierarchical entries. For such an entry, the name for the hierarchy and its possible values are preconfigured based on the appearance of the contract. Indicators of a hierarchic entry include a span row naming the group and indented rows below it.

- Click the trash can to delete the entry (this does not alter the underlying agreement, just the metadata). This feature is disabled for required fields.
- Click the pen icon to edit the entry (to remove extraneous scan artifacts from the entry, for example).
- Flag the item for later review. This marker remains visible even when the entry is collapsed.
  This feature is not available for extracted table rows.

Missing items offer an input field (for clauses, a text box; for fields, a menu, date picker, or text field).

Clicking text captured by the extraction takes you to the page in the document and highlights the extracted text.

Reviewing the Summary

The agreement summary is located under the Review tab.

The summary field is extracted by the AI engine for all documents, including those ingested as OCR-only. A document under summary is indicated as a blank in the review interface with a spinner running. You can click the pencil icon to edit the generated summary.

> ❌ **Caution**

> **Document summary occurs when you open the document for review. Longer documents take longer to summarize.**

For each found entry, you can:

Details Tab

The Details tab, adjacent to the Review tab in the document review interface, contains these fields:

- Document Name/Record Type
- Review Level
- Review completed by
- Owner
- Assignee
- Comment

Some are filled in by the AI, while others are completed using manual pull-downs. The reviewer can identify the record type, designate an assignee, and comment on the document.

Editing Provisions

For each provision, you can edit or manually populate an entry.

To edit an extracted provision

1. Click the "down" arrow to open the entry.
2. Click the edit (pen) button to open the provision for editing.
3. Edit the provision (This edits the clause, field, or line item's metadata, not the contract text).

   > ℹ️ **Note**
   >
   > The Administrator may have configured the provision to insert a default value if Discovery AI could not find the provision's text in the document. Such values are clearly indicated in the reviewer UI. You can edit these provisions like any other.

4. When you are done editing, click the Accept (check mark) button, confirming that it has been accurately extracted, marked, and categorized. To abort the edit, click the X.
5. Edit another entry or click **MARK AS REVIEWED**.

To assign and edit a provision that has not been extracted

If a provision has been defined as manual-only or if the AI has missed a passage, you can manually assign a provision to a passage in the contract by one of two methods:

> ℹ️ **Note**
>
> The Administrator may have configured the provision to insert a default value if Discovery AI could not find the provision's text in the document. Such values are clearly indicated in the reviewer UI. You can edit these provisions like any other.

Copy from the Contract

1. Click the "down" arrow to open the entry.
2. Click the edit (pen) button to open the provision for editing.
3. Locate the relevant clause, field, or line item in the contract.

> ✅ **Tip**
>
> Use the built-in search feature to locate contract terms quickly.

4. Either:
    - Copy the information from the contract to the provision field and format it as you will, or
    - Highlight the provision text, copy it and paste into the clause text box.
5. The provision text appears in the right column, ready for editing.
6. If it is necessary, edit the provision as described above.
7. When you are done editing, click the Accept (check mark) button, confirming that it has been accurately marked and categorized.
8. Edit another entry or click the **Review Complete** button.

> ✅ **Tip**
>
> If you click the check mark icon to accept a clause in error, you can un-check it (and all other acceptances from this session) by clicking the **Cancel** button.

Highlight in the Contract

1. Review the missing or manual-entry-only provisions in the PROVISIONS MISSING column to the right and locate a provision to fill.
2. Search and highlight the provision text in the contract.
3. Right-click the highlighted provision text and select the correct provision type from the drop-down menu.
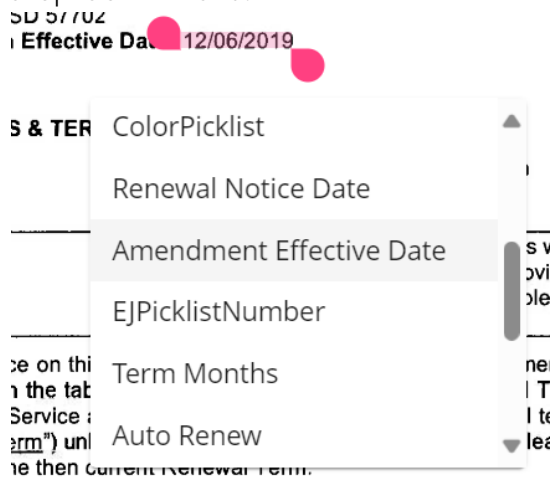
4. The provision text populates the provision entry, which moves to the PROVISIONS FOUND column.
5. Edit or approve the selected provision by clicking the pen or checkmark icons.

Training Custom Provisions

When custom provisions are newly introduced, the AI must be trained to recognize and extract them as described in their definition. Training is a user responsibility.

Training the AI consists of giving the AI samples, identifying the relevant contract terms, and directing the AI to the work. In practice, this involves finding the provision in the document, highlighting it, and selecting the appropriate provision-in-training. This occurs in the same context and workflow as the regular document review for built-in provisions.

Once an administrator has defined a custom provision and made it available, you can upload and import documents using the custom provision. On importation for extraction, Discovery AI processes documents to extract the mapped provisions. For at least the first 30 contracts, and until the minimum accuracy threshold is met, users must review and highlight contract data that matches the custom provision.

To train a provision

A new provision remains in training for its first 30 reviews, and until the AI's results exceed the Minimum Accuracy Threshold set by the administrator.

1. Select an imported document marked "Ready For Review" from the Project Dashboard.
2. Provisions that must be trained are visible in the list to the right under the PROVISIONS BEING TRAINED heading.

   PROVISIONS BEING TRAINED (1) ↓↑

   Agreement Start Date   ⌄

   PROVISIONS MISSING (3)

3. For each item in the training list, find and select the provision in the text.
4. Right-clicking highlighted text raises a pop-up that lists all provisions being trained.

   and effective as of August 21ˢᵗ, 2022

   Force Majeure

   Account

   Renewal Notice Days

   Renewal Term (Months)

   Agreement Start Date

   s not responding, or does not correctly
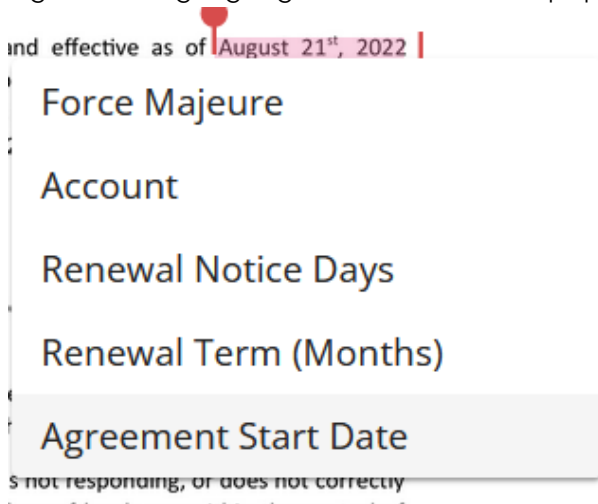
   Select the appropriate provision from this list to assign the provision text to the provision definition.
5. The highlighted text appears in the right column, under the selected training provision. Provisions in training are indicated by a green training icon ( ).
6. When all required provisions (fundamental, standard, premium, and custom) have been reviewed or trained, click **REVIEW COMPLETE** to send the sampled text to the AI for machine learning.

Examples of Provisions under Training

The following examples show provisions highlighted for training.

Assigning a License Date Field

Assigning a Warranty Period

Assigning a Registration Number Field

Assigning a Fixed Fee Type Field

Assigning a Percent Price Increase Field

Assigning an Indexation Metric

Assigning an Indexation Review Point Field

Assigning an Arbitration Clause

Assigning a Picklist Value to a Provision under Training

> ✅ **Tip**

For picklist custom provisions with string-type entries, it is a best practice to use the "text" data type instead of the "short-text" type.
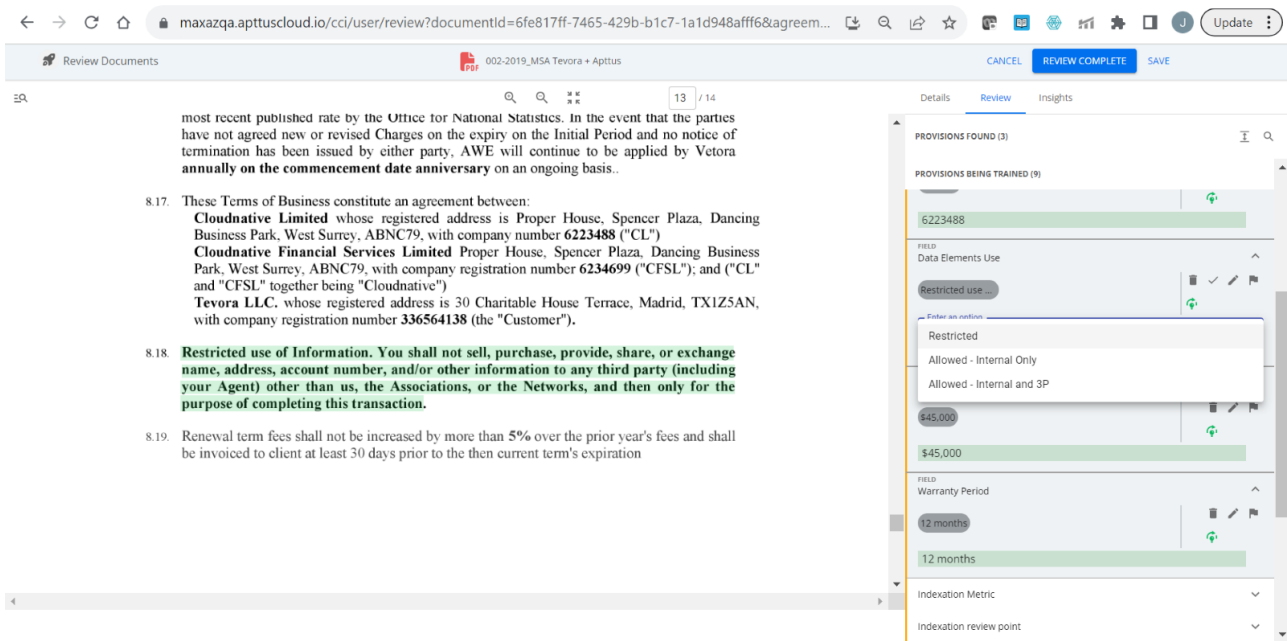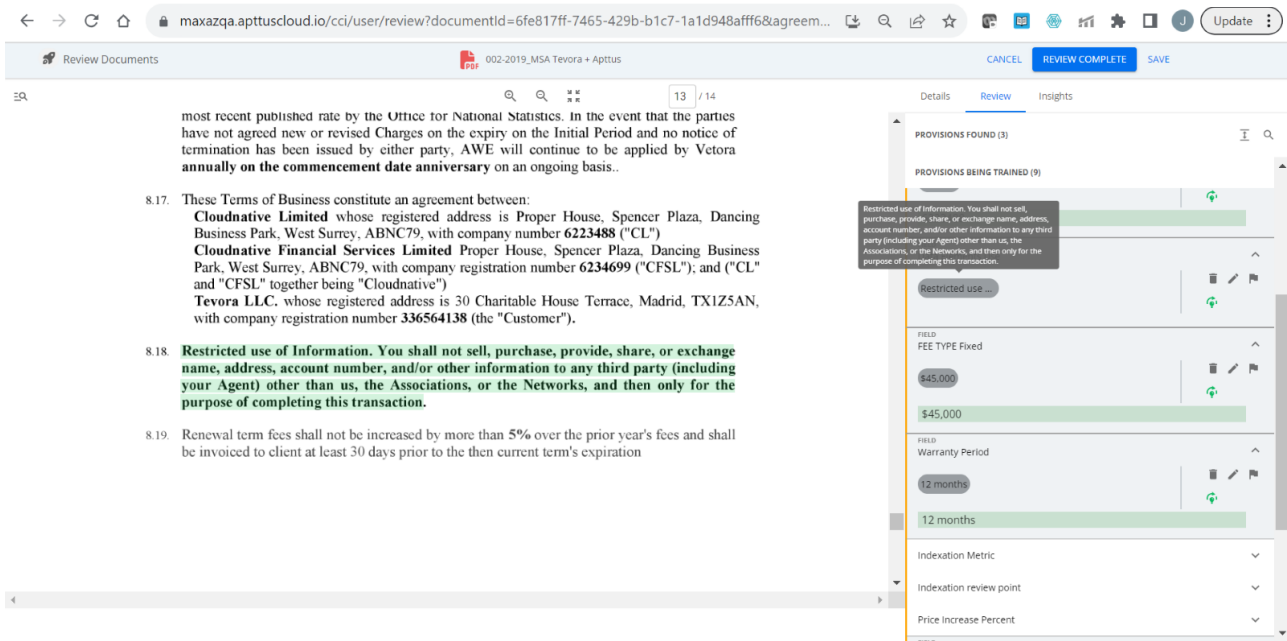
Extracting from a Trained Custom Provision

A provision is trained when its F-score reaches the accuracy specified for the provision during its creation.

Once a custom provision is trained, it is available automatically for extraction on document import.

You can modify or accept the extracted text and complete the review as required:

Retraining a Trained Custom Provision

Trained custom provisions are set to re-train continuously by default. You can modify or delete extractions from custom provisions and re-annotate the text if the text extraction is inaccurate. Your modifications to a trained custom provision's extractions retrain the custom provision.

If there are no extractions by a trained custom provision, you can add a new annotation to a custom provision and send it to the AI for training when your review is complete.

Extracting Fields and Clauses after Custom Provision Training

Notice that the provisions are displayed under the Provisions Found section:

To delete inaccurate extractions

1. Click the inaccurately extracted custom provisions on the right panel.
2. Click the Delete icon.

3. Confirm the deletion.
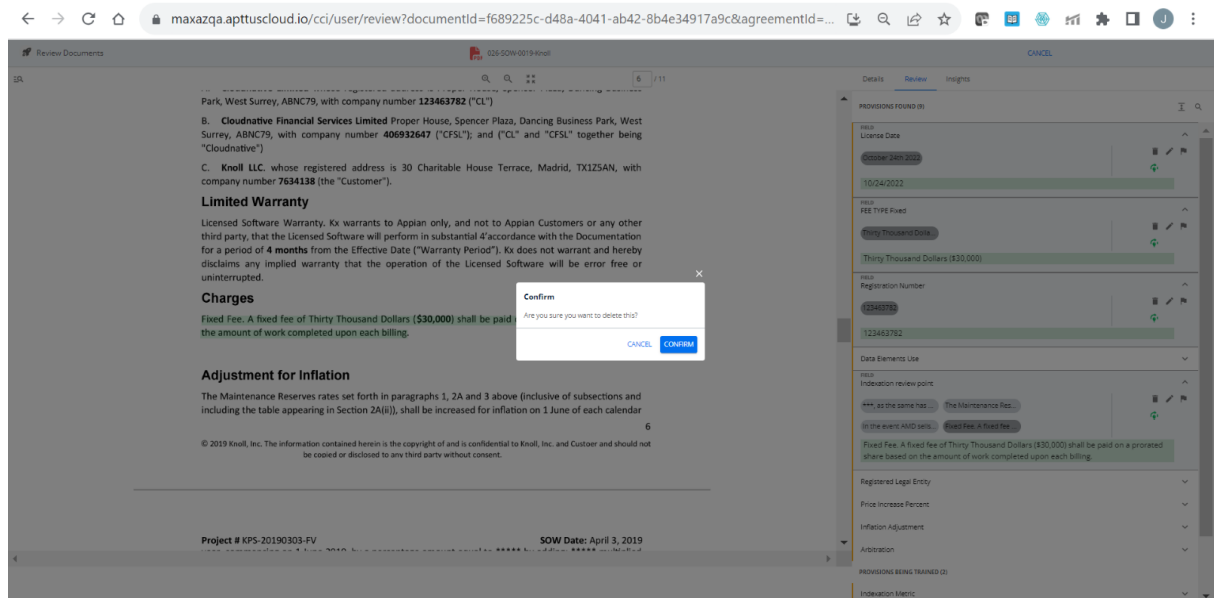
Note: Deleting a field deletes all extractions for that provision. You must annotate afresh and assign it to the custom provision.

4. On deletion, the provision listing returns to the PROVISIONS MISSING section.

Assessing Risk with Insights

You can use Discovery AI not only to read and extract documents, but also to analyze those documents for risk and to receive suggestions for mitigating such risks.

To review risks with Insights

As a reviewer, you can use the Insights feature to assess contracts for predefined risks. To do this:

1. Access the Review Documents interface from the home page as described in Reviewing Imported Documents.

2. Click the **Risk AI** tab at top right, exposing Insights' risk assessment.

> ⚠️ The AI performs the assessment for a document when you open the Insights (Risk AI) tab the first time for that document. For larger documents with more identified fields, this may take longer.

3. For each identified risk, you can click the More icon (⋮) to view risk details, resolve, or delete the risk:
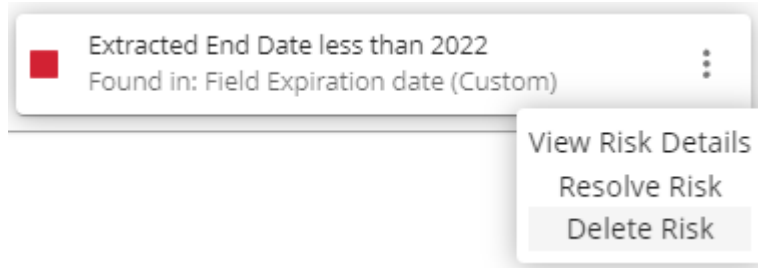
Clicking **View Risk Details** exposes the particulars of the risk.

4. The AI reviews provisions based on predefined risk scores. It identifies overall risk and individual risk factors.

Details   Review   Risk AI

Risk

`1` High   `0` Medium   `0` Low   `0` Resolve   `1` Total

■ Extracted End Date less than 2022
Found in: Field Expiration date (Custom) ⋮

*Risk Scale ***
■ 10 (High Risk) ▾

Summary ∧

(Extracted Data.Expiration date Less or Equal 1/1/2022 and Extracted Data.Pricing/Total Contract Greater Than 20000)

Criteria: ∧

1. **Expiration date Less or Equal 1/1/2022**
   Evaluated Result:
   Value: 2019-12-31
   Description: Expiration date Less or Equal '1/1/2022'

2. **Pricing/Total Contract Greater Than 20000**
   Evaluated Result:
   Value: 1000000
   Description: Pricing/Total Contract Greater Than '20000'

Mitigation Guidance: ∧

End Date should be greater than 2022

5. Insights identifies the risk and its severity, indicates which criteria were violated and how, and offers guidance for mitigating the risk.

6. Your administrator may have configured Insights to use generative AI to review risks based on natural-language prompts and to generate its own natural-language outputs. If so, the Insights panel may offer less rigid, more colloquial prompts. These may change subtly over time.

Extracted Field Risk
Found in: Field Expiration date (Custom)   ⋮

Risk Scale *
🟥 10 (High Risk)   ▾

Summary ⌃

The modified text introduces a start date that is less than 15 days from today, posing a high operational risk due to insufficient preparation time.

Criteria: ⌃

1. **Start Date is less than 15 days from today**
   Evaluated Result:
   Value: 2025-03-31
   Description: The start date is less than 15 days from today, which may not provide sufficient time for preparation and compliance.

Mitigation Guidance: ⌃

The start date should be updated to not be less than 15 days from today to mitigate the risk of insufficient preparation time.

With or without generative AI, your task and options remain the same.

7. You can reassign the Risk Scale value directly, or mark the risk as Resolved. Marking the risk as resolved sets its risk score value to zero. You can also delete the identified risk.

Discovery AI Features by Release

Review the latest Discovery AI Features by Release document.

Features by Release

This document contains an overview of features introduced in each major release of Discovery AI. For more information, see Discovery AI Features by Release.

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