

Legal Issues Growth Companies Can't Afford to Ignore... but Often Do

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What's a Legal Session without a disclaimer?

The information provided in this presentation represents a general overview and understanding of the facts, issues and implications impacting growth businesses. It is not intended to be used as client or other legal advice. Any application of the contents of this seminar in the context of a specific business should entail further legal consultation and consideration.

Highlights of the Session

- Employment Offers/Agreements/Terminations
- Consultant Relationships
- Vendor Contracts
- Sale, Resale and Distribution Agreements
- “Partnering”
- Privacy
- IP Protection
- Counsel Resources and Negotiations

Employment Agreements

- Document, document, document (then sign...)
- Set scope of contemplated work
- What have you promised? – box it in writing
- How can it end, and what are the terms?
- NDA and IP, including non-competes
- When separation occurs, read it and follow it...

Consultants

- Does it talk like a duck?
- Consider impact on company – IP, taxes, privacy policy, RFP responses/sales contracts, inbound license terms, insurance, etc.
- Rethink supplier and employment terms to apply correctly
- Options permissible?
- Individual or company – bind both?
- Term and termination

Vendor Contracts

- Get what you need - ownership, term rights, etc.
- When do you pay? How do you get it back?
- Remember privacy/confidentiality
- Service levels and audit rights
- Term and impact of termination
- Read the boilerplate
- “It’s only good today to meet their quarter.”

Sale and Distribution Agreements

	# of Events	Price/event
■ Flip of Vendor – give what you have, etc.		
■ “Box” the use/license (and think about it)	500 to 1,000	\$0.80
■ Business terms – “so what”, “what if” and “what happens when”	1,000 to 1,500	\$0.77
■ Turn your minds to IP	1,500 to 2,000	\$0.75
■ Exclusivity and quotas		
■ Resale terms - agreed?		
■ Who does what to whom? Pricing/acceptance per cx or other	2,000 to 3,000	\$0.72

Partnering

- What do you mean?!
- Think before you JV
- Agency, Reseller, Referral, Supplier

Privacy

- Privacy Not just a Policy

IP Protection

- Trademarks
- Patents vs. Trade Secrets
- Copyright
- Domain Names
- Website
- Confidentiality
- Open source
- Licensing

Counsel Resources and Negotiation

- Use inside counsel – one way or the other
- You're more powerful than you think

Questions?

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