

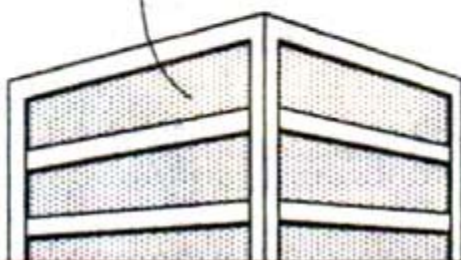
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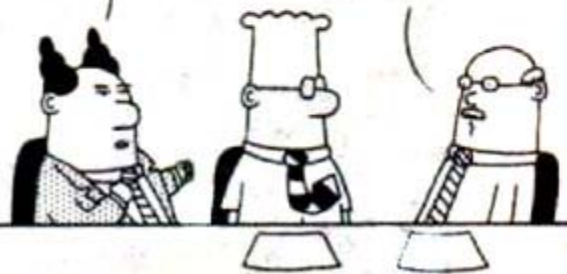
THEY'VE JOINED  
FORCES AND HIRED  
NASA TO NUDGE AN  
ASTEROID TOWARD  
OUR HEADQUARTERS.



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I THINK  
WE CAN  
WIN  
THIS.

I WONDER  
WHAT THE  
AVERAGE  
LIFE SPAN OF  
AN OPTIMIST  
IS.



# Making Critical Decisions in the Legal Arena

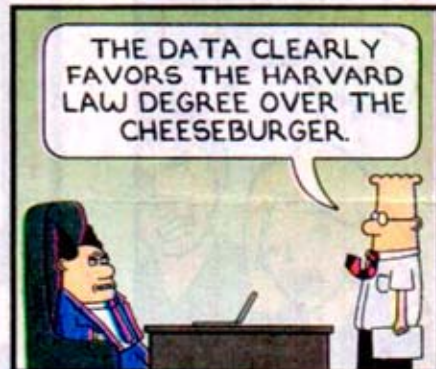
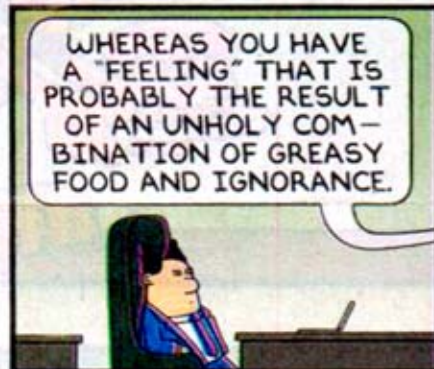
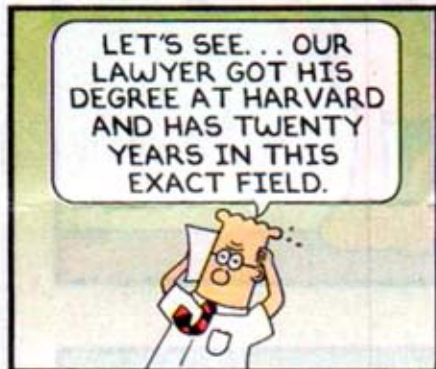
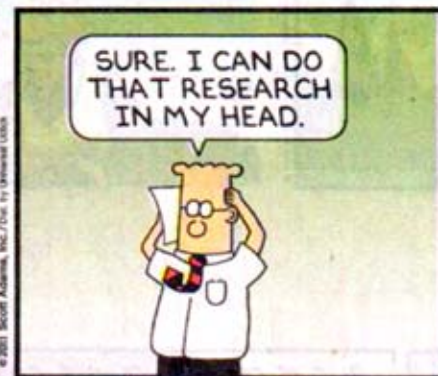
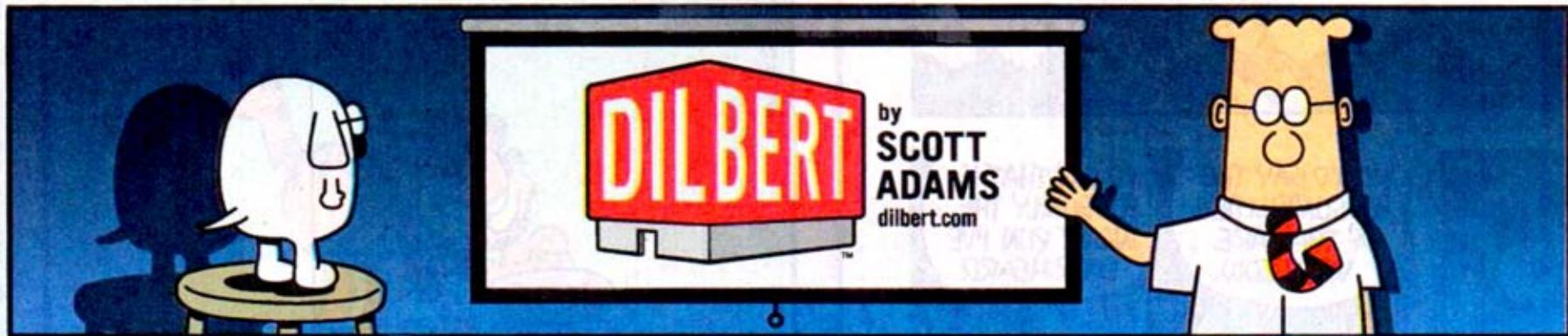
HEC MBA - Track Entrepreneurship

Professor: Michel Safars

Guest Speaker: François Laugier

Ropers, Majeski, Kohn & Bentley (RMKB)

[francois@rmkb.com](mailto:francois@rmkb.com)



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5-22-11

# Decision Making

- **Proactive**
  - Formation, Growth, Financing, M&A, Plaintiff Litigation
- **Defensive**
  - Defending litigation, IP Protection, Compliance with Labor, Securities, Corporate laws.

# Choice of Counsel

- Landscape
- “Quarterback”
- Personal broad spectrum
- Broad resources
- Fair price

# Formation

- Needed?
  - Be ready!
  - Alternatives (IP prot., JV, Reseller, Distr.)
- DE/CA (Best location?)
- DNA

# Financing

- Revenue
- Intercompany loans
- Raising Capital
  - Eliminate obstacles (Clean corp, IP Prot, Due Dil.)
  - Future Capitalization (Articles, Common/Preferred, Authorized/Issued, “Fully Diluted Cap.

# Growth through contracts

- JV (Partnership)
- Strategic Alliance (Contract)
- Sale of technology

# IP Protection

- NDA
- TM
- Patents
- Copyrights

# Leasing

- Term
- Termination
- Renewal
  
- Lawyer?
- Heavy item

# Employment

- Confidentiality & Invention Assign. Agr.
- Non compete
- Stock Options
- Visas

# Litigation

- Discovery
- Costs: Risks to a startup
- Insurance

# M&A

- Asset/Stock (Tax & liab. Considerations)
- Earn Out
- Continuation of key employees
- Integration!!

THANK YOU!

Questions?