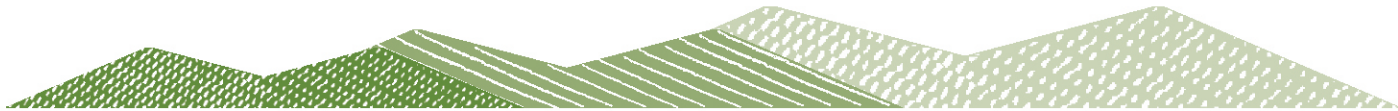


Business Agreements



BY: R.W. ELI MOULTON



MERRITT & MERRITT & MOULTON
LAWYERS FOR GROWTH COMPANIES

What Makes a Contract?



- Offer
- Acceptance
- Consideration
- No Defenses (mistake, capacity, illegal, statute of frauds)
- Types of Contracts (express, implied, quasi)

Boiler Plate Contract Terms



- Parties
- Term/Termination
- Assignability
- Successor Liability
- Governing Law/Jurisdiction
- Alternative Dispute Resolution
- Force Majeure
- Severability
- Survivability

Contract Subject Matter



- Intellectual Property
- Services
- Goods
- Real Estate
- Equity

Intellectual Property



- **Non-Disclosure Agreement**
 - Use, Disclosure, IP Protection
 - Definition of “Confidential Information”
 - Unilateral or Mutual
 - Term
 - Jurisdiction
 - Attorneys Fees
 - Equitable Relief

Intellectual Property



- **Licensing Agreement**
 - Exclusive/Non-Exclusive
 - Rights Licensed/Reserved
 - Royalty and Other Payments
 - Term
 - Infringement

Intellectual Property



- **Assignment**
 - Transfer of IP Rights
 - Specific Forms
 - Reserved Rights
 - Further Assurances

Services



- **Employment Agreements**
 - At will or term based
 - Obligations upon termination
 - Compensation
 - Confidentiality
 - Assignment of Inventions
 - Non-Solicit
 - Non-Compete

Services



- **Consulting Agreements**
 - Services and Compensation
 - Exclusivity
 - Ownership of IP
 - Insurance
 - Taxes
 - Term/Termination
 - Warranties/Limitations on Liabilities
 - Infringement
 - Employee?

Goods



- **Purchase and Sale**
 - Covered by Article II of the UCC
 - Purchase Price and Payment Terms
 - Quantity/Supply/Output
 - Risk of Loss
 - Warranties – Express/Implied
 - IP
 - Inspection/Acceptance
 - Returns

Goods



- **Distribution Agreement**
 - Exclusive/Non-Exclusive
 - Territory
 - Benchmarks
 - Trademark Licensing
 - Rights/Obligations Upon Termination

Real Estate



- Premises/Rent (Gross, Triple Net)
- Term/Termination
- Improvements/Fixtures
- Repairs/Maintenance
- Indemnity
- Covenant of Quiet Enjoyment
- Assignment/Sublease

Equity



- **Purchase/Subscription Agreement**
 - Investor Representations
 - Disclosure Obligations
 - Oral/Handshake Deals

Equity



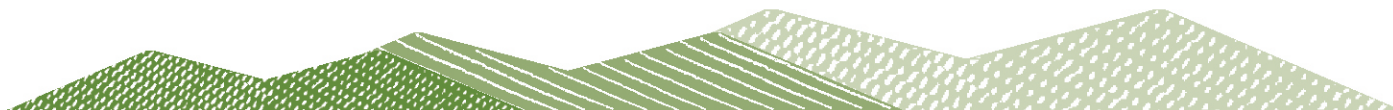
- **Option Agreements**
 - Non-Qualified/ISO's
 - Exercise Price
 - Term
 - Vesting

Equity



- **Stockholder Agreement**
 - Transfer Restrictions
 - Management/Protective Provisions
 - Preemptive Rights
 - Buy/Sell Agreements
 - Deadlock

Thank You.



MERRITT & MERRITT & MOULTON
LAWYERS FOR GROWTH COMPANIES

R.W. ELI MOULTON
EMOULTON@MERRITT-MERRITT.COM
802-658-7830