



Bodman's Emerging Companies and Venture Capital team helps startup and emerging companies address the broad range of issues they face when trying to form and grow a business.

We are partners that can help choose the optimal business structure for the organization, secure and negotiate equity or debt financing, handle employment concerns related to employees and independent contractors, and craft an intellectual property strategy that protects the company's assets as it conducts business on a day-to-day basis.

As business advisors, we also understand the non-legal, commercial and strategic side of your business. We provide pragmatic, down-to-earth advice that is aimed to place clients in the best position for future success.

Bodman is one of the Midwest's leading business law firms, providing counsel to some of the regions' most successful companies and individuals on a broad range of issues. Deeply rooted in the communities they serve, Bodman lawyers provide clients with the personal attention of a small firm combined with the talent and knowledge expected of the nation's leading attorneys.

This document provides general information and is not legal advice. You should consult legal counsel before taking any action or making any decisions concerning the matters in this document. This communication does not create an attorney-client relationship between the recipient and Bodman PLC.

OUR TEAM

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OUR SERVICES

BUSINESS ORGANIZATION CORPORATION

(MICHIGAN OR DELAWARE) **\$1,650**

- One hour of counseling
- Certificate of Incorporation/Articles of Incorporation
- Bylaws
- Initial Resolutions of the Incorporator, Shareholders/Stockholders, and Directors
- Initial subscription agreements
- Shareholders' agreements
- Obtainment of Federal Employer Identification Number (FEIN)
- Restricted stock/share agreements
- Registered Agent coordination; Certificate of Authority to Transact Business (*if in Delaware*)
- Template mutual non-disclosure agreements (NDAs)

LIMITED LIABILITY COMPANY

(MICHIGAN OR DELAWARE, MANAGER-MANAGED) **\$1,250**

- One hour of counseling
- Articles of Organization
- Operating agreement
- Initial Resolutions of the Members and Managers, as necessary
- Obtainment of Federal Employer Identification Number (FEIN)
- Restricted unit agreements
- Template mutual non-disclosure agreements (NDAs)

CONVERSION

(MICHIGAN-TO-DELAWARE ONLY) **\$1,350**

- One hour of counseling
- Certificate of Conversion for Michigan
- Certificate of Conversion for Delaware
- Plan of Conversion
- Authorizing Resolutions and replacement organizational documents

EMPLOYMENT

INDEPENDENT CONTRACTOR AGREEMENT \$450

EMPLOYMENT AGREEMENT FOR FOUNDERS \$450

EMPLOYEE HANDBOOK \$1,000

EMPLOYMENT APPLICATION \$500

EQUITY INCENTIVE PLAN \$1,150

- Stock Option and Restricted Stock Plan
- Template Option Grant
- Template Restricted Stock Grant
- Template Board Resolution ratifying Stock Grant
- One-page primer on employee compensation (incentive stock options (ISO) versus non-qualified stock options (NQO); restricted stock versus options, vesting, etc.)

EMPLOYMENT AUDIT \$950

- Review of company policies
- Review of three sample employee files
- One hour meeting to review best practices and discuss risk mitigation

MASTER CONTRACTS

MASTER SERVICE AGREEMENT AND STATEMENT OF WORK \$1,750

- One hour of up-front counseling
- One hour of post-drafting consultation
- Review of the first counter-party deliverable

LICENSE AGREEMENT OF TECHNOLOGY TO THIRD PARTY \$2,500

- One hour of up-front counseling
- One hour of post-drafting consultation

MANUFACTURING AGREEMENT \$1,750

- One hour of up-front counseling
- One hour of post-drafting consultation

JOINT VENTURE AGREEMENT \$3,000

- Two hours of up-front counseling
- Two hours of post-drafting consultation

OPTION/LICENSE AGREEMENT WITH TECHNOLOGY TRANSFER \$2,650

INTELLECTUAL PROPERTY

TRADEMARK FILING \$2,250

- Two hours of counseling
- Assessment as to whether the mark is likely registerable, including:
 - Strength of the mark
 - Searches of registered marks and pending applications for registration in the U.S. Patent and Trademark Office (USPTO)
 - Web-based searches of common-law uses in the U.S.
- Filing of an application with the USPTO and preparation of responses to Office Actions
- Assumes the filing of an actual use application, one mark in one class, no significant objections within the USPTO, no suspensions, and no third-party oppositions

TERMS OF USE; PRIVACY AND DIGITAL MILLENNIUM COPYRIGHT ACT (DMCA) POLICY \$2,750

- Up to three hours of counseling
- Review of up to two web properties
- Terms of Use or Terms of Service Policy
- Privacy Policy
- DMCA Policy and Designation of Registered Agent

FILING AND STATE FEES AND / OR EXPENSES ARE NOT INCLUDED IN THE ABOVE COST QUOTATIONS

FINANCING

CONVERTIBLE DEBT \$2,750

- Term sheet
- Note purchase agreement and form of Convertible Note
- Business plan supplement

EQUITY FINANCING (ANGEL) \$4,500

- Term sheet
- Three hours of counseling and coordination
- Subscription agreement(s)
- Amendment to Charter
- Stockholders' Agreement
- Related Board and/or equity holder resolutions
- Business plan supplement
- Stock certificates

ASSISTANCE WITH TERM SHEET \$750

ASSISTANCE WITH INDIVIDUAL CONVERTIBLE NOTES (PER TRANSACTION) \$500

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