



TECHNOLOGY NEGOTIATION AND DOCUMENTATION FOR CLIENTS OF STUART ADAMS LAW OFFICE, P.S.C.

More and more businesses are finding they have problems which result from the failure, in the technology arena, to have a complete and well documented "meeting of the minds" on transactions involving purchase and sale of computer hardware and software, consulting, programming, services and maintenance contracts, financing, protection of trade secrets and intellectual property rights, development of Web sites and applications, independent contractor and non-disclosure or non-competition agreements. Technology is and will always remain a moving wave. Some of us are trying to ride the edge of the wave and some of us will be swallowed up by it.

Most of us who operate a small to mid-sized business really need a chief information officer (CIO) who can monitor our day to day needs, assist in spotting emerging technology which can help or hurt our business and to plan and assist in the integration of new technology to replace obsolescent systems now in place. Unfortunately, small and mid-sized businesses can seldom seem to justify the cost of such an individual, although the cost of lack of access to such expertise may be greater later. Often this CIO role is delegated to someone pressed into service involuntarily who is either totally or partially under qualified for this responsibility.

Additionally, we are finding that many businesses are still trying to transact business in the age of technology as if we were still in the age of the "handshake" with the local vendor or customer. These days, business is moving toward electronic commerce and Internet sites where you may be submitting your company to foreign jurisdiction and substantive laws. E-commerce may result in you never meeting your contractual counterpart on a face to face basis. You may find that signed contracts do not exist for major transactions and that a fax or electronic "signature" is the legal replacement for this critical part of the transaction. Some contracts are now even being offered and accepted by software "robots" which search out vendors, on the one hand, and customers, on the other, and complete the "execution" of the deal electronically without the intervention of humans.

All of this can make legal review and proper drafting of your agreements and transactions even more critical than they may have been previously. The staggering cost of litigation, mediation or arbitration of commercial disputes involving technology, which may ever increasingly turn out to have extraterritorial consequences and the need for expensive experts witnesses in the technology arena, can be devastating to a small or mid-sized business.

We can assist you in documenting critical stages of your relationship with your vendors, customers, in house and contract personnel and others. We can also assist in defining, negotiating, documenting and closing transactions related to innovative products, services and concepts. Additionally, we can assist in trade secret and non-compete/non-disclosure issues. In setting up a business on the Internet, developing software, computer hardware or consulting in these areas, the warranties and terms of the agreement can be critical. We can assist in developing your contractual legal rights, remedies and defenses to minimize legal, administrative and collection costs later.

Some of the typical documentation we provide:

Equipment Acquisition and Financing

1. Checklist for Hardware Purchase Agreement
2. Letter of Intent
3. User Oriented Turnkey Hardware Purchase Agreement
4. Hardware Purchase Agreement with an Independent Sales Organization
5. Hardware Purchase Agreement with a Manufacturer
6. Equipment Lease Agreement with an Independent Sales Organization
7. Third Party Master Lease Agreement
8. Finance Master Lease Agreement
9. Turnkey Hardware and Software Agreement
10. Agreement for System Procurement and Integration
11. Computer System Acquisition

Agreement For Health Care Services

12. Network Services Agreement
13. System Procurement and Integration Agreement

Hardware Maintenance

14. Equipment Maintenance Agreement with a Manufacturer
15. Equipment Maintenance Agreement with an Independent Sales Organization
16. Equipment Maintenance Agreement with a Systems Integrator
17. Telecommunications Service Agreement

Trade Secret Protection of Software

18. Employment and Confidentiality Agreement
19. Consulting Agreement for

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| <ul style="list-style-type: none"> 20. Independent Consultant with Non-Competition Clause Employment, Non-Disclosure and Non-Competition Agreement 21. Customer Confidentiality Agreement 22. Employee Non-Disclosure Agreement 23. Consultant Non-Disclosure Agreement 24. Confidential Information Exchange Agreement 25. Consulting Agreement with Sharing of Software Revenues 26. Termination Statement 27. Key Employment Agreement 28. Third-Party Consultant Non-Disclosure Agreement 29. Employee Confidentiality and Non-Competition Agreement 30. Employee Confidentiality Agreement 31. Third-Party Source Code Non-Disclosure Agreement | <ul style="list-style-type: none"> 39. Vendor Oriented Source Code Escrow Agreement 40. Interim License Agreement 41. Software License Agreement with User Developed Functional Specifications 42. Revenue Sharing Agreement 43. Software Sales Agreement 44. Trial Software License 45. Shrink Wrap End User License Agreement 46. Software License Agreement With Multi Branch Option 47. Distributor Agreement 48. Checklist for Intellectual Property Audit 49. Licensee Oriented Software License Agreement 50. Licensor Oriented Software License Agreement 51. Software License and Distribution Agreement 52. Online Subscription Agreement 53. Software Distribution Agreement 54. Agency Licensing Agreement |
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Software Licensing

- 32. Checklist for Software License Agreement
- 33. Vendor Oriented Software License Agreement
- 34. Vendor Oriented Software License Agreement with Trial Period Option
- 35. End-User Software License Agreement
- 36. User Oriented Software License Agreement
- 37. Microcomputer Software License Agreement
- 38. User Oriented Source Code Escrow Agreement

Software Development Agreement

- 55. Checklist for Software Development Contract
- 56. User Oriented Software Development and License Agreement
- 57. Vendor Oriented Software Development and License Agreement
- 58. Customer Oriented Standard Agreement for Consulting Services
- 59. Independent Consultant Programming Services General Agreement (User Oriented)

- 60. User Oriented Consulting Agreement
- 61. Software and Equipment Development Agreement
- 62. Joint Marketing and Development Agreement
- 63. Software Development Agreement
- 64. Trial License Agreement
- 65. User Oriented Web Site Development Agreement
- 66. Beta Test Agreement in Confidence

Software Maintenance Agreement

- 67. Software Maintenance Agreement
- 68. Software Maintenance Agreement (Alternate)
- 69. User Oriented Software and Equipment Maintenance Services Agreement

Service Bureaus

- 70. Service Bureau Agreement
- 71. Service Bureau Distribution System Agreement
- 72. Emergency Backup Service Agreement
- 73. Distributorship and Marketing Agreement
- 74. Secrecy Letter Agreement
- 75. Outsourcing Agreement
- 76. Processing and Services Outsourcing Agreement
- 77. Data Processing Outsourcing Agreement
- 78. Checklist for Outsourcing Agreements
- 79. Service Bureau Agreement --

- Alternative Format
- 80. Comprehensive Outsourcing Agreement

Resellers

- 81. Manufacturer/Reseller Agreement
- 82. Value-Added Reseller Distribution Agreement
- 83. International Value Added Reseller Agreement
- 84. Value Added Reseller Agreement
- 85. Value Added Reseller Support Agreement
- 86. PC Software Distribution Agreement
- 87. Sales Representative Agreement

Software Publishers and Work for Hire

- 88. Author/Publisher Non-Disclosure Agreement
- 89. Author Oriented Software Royalty and License Agreement
- 90. Publisher Oriented Software Royalty and License Agreement
- 91. Sales Representative Agreement
- 92. Distributor Agreement
- 93. Product Sales Agreement
- 94. Dealer Agreement
- 95. Software Distribution Agreement
- 96. Database Distribution and Licensing Agreement

Software Code Escrow Agreements

- 97. Two Party Escrow Agreement between Producer (Licensor) and Escrow Agent for Benefit of End Users (Licensees)

98. Three Party Escrow Agreement between Producer (Licensor), End User (Licensee) and Escrow Agent

Internet and Electronic Commerce

99. Internet Domain Name Registration
100. Internet Domain Name Sale and Perpetual License Agreement
101. Vendor-Oriented Web Site Development Agreement
102. Vendor-Oriented Web Site Hosting Agreement
103. Client-Oriented Web Site Development and Services Agreement
104. Client-Oriented Web Site Development, Hosting and Services Agreement
105. Client-Oriented Web Site Development Agreement
106. Client-Oriented Web Site Hosting Agreement
107. Employee Internet Use Policy Statement
108. Content License Agreement Between Author and Web Site Owner
109. Content License Agreement Between Magazine Publisher and Media Company
110. Vendor-Oriented Software License Agreement
111. User-Oriented Software License Agreement
112. Intellectual Property Rights Assignment
113. Web Site Use Agreement
114. Internet Access Agreement
115. Clickable Internet Services

- Agreement
116. Clickable End-User Software License Agreement
117. Terms of Service
118. Official Rules of Online Sweepstakes

Litigation of Computer Actions

In addition to services related to the computer industry, we provide a number of services at all stages of the business cycle, from business plan development to forming the business entity, such as “S” or “C” corporation, limited liability company or partnership, We also provide documentation and negotiation services related to expansion and leveraging of the business, relations with customers and vendors, employment and independent contractor issues, selling off the business, and business litigation.

PRE-INCORPORATION

119. Business Plan
120. Pre-incorporation Checklist
121. Consent to Serve as Registered Agent
122. Subscription Agreement
123. Founder Agreement with Subscribing Investors

FORMING THE BUSINESS

124. Articles of Incorporation
125. Consent of Incorporators
126. Consent in Lieu of Organizational Meeting
127. Minutes of Organizational

- Meeting
- 128. Bylaws
- 129. Share Legends
- 130. Attorney Letter re: Incorporation
- 131. Share Purchase & Security Agreement
- 132. Stock Escrow Agreement
- 133. Shareholder Voting Agreement
- 134. S Corporation Preservation Agreement
- 135. Revocation of S Corporation Election
- 136. Shareholder Consent S Election Revocation
- 137. Consent of Shareholders
- 138. Gift of Stock to Spouse
- 139. Gift of Stock to Minor Child
- 140. Rule 4 (1-1/2) Letter
- 141. Termination of Share Purchase Agreement
- 142. Shareholder Re-Purchase Agreement
- 143. Instructions to Escrow Agent

PERIODIC CORPORATE ISSUES

- 144. Notice of Special Director Meeting
- 145. Waiver of Notice Director Meeting
- 146. Notice of Shareholder Meeting
- 147. Waiver of Notice of a Shareholder Meeting
- 148. Officer's Certificate of Mailing
- 149. General Proxy
- 150. Irrevocable Proxy
- 151. Revocation of Proxy
- 152. Director Resolutions
- 153. Dissent of Director
- 154. Stock Power
- 155. Lost Certificate Indemnity Agreement
- 156. Resignation of Director
- 157. Resignation of Officer
- 158. Articles of Amendment
- 159. Articles of Restatement

- 160. Resignation of Registered Agent

EMPLOYMENT & CONSULTING

- 161. Employment Agreement (General)
- 162. Employment Agreement (CEO)
- 163. Consulting Agreement
- 164. Consulting & Licensing Agreement
- 165. Consulting Agreement
- 166. Employee Share Purchase Agreement
- 167. IRC § 83(b) Election
- 168. Key Employees' Incentive Share Option Plan
- 169. Incentive Stock Option Agreement
- 170. Director Non-qualified Option Plan

FINANCING

- 171. Revolving Loan Agreement
- 172. Shareholder Financing Agreement
- 173. Demand Note
- 174. Amortized Note
- 175. Balloon Payment Note
- 176. Limited Recourse Note
- 177. Security Agreement

SALE OF BUSINESS (STOCK)

- 178. Letter of Intent
- 179. Stock Purchase Agreement
- 180. Non-competition Agreement
- 181. Stock Pledge Agreement
- 182. Opinion Letter
- 183. Resignation of Officers & Directors
- 184. Indemnity Agreement
- 185. Resolutions
- 186. Exclusive Dealings & Confidentiality Agreement

SALE OF BUSINESS (ASSETS)

- 187. Letter of Intent
- 188. Sale of Asset Agreement
- 189. Unconditional Guarantee
- 190. Bill of Sale
- 191. Notice of Bulk Transfer
- 192. Certificate of Officer
- 193. Assumption of Liabilities
- 194. Assumption of Lease
- 195. Intellectual Property Assumption
- 196. Non-competition Agreement
- 197. Consent to Lease Assignment
- 198. Waiver of Landlord's Lien
- 199. Assignment of Accounts Receivable
- 200. Opinion Letter
- 201. Director Resolutions

NEW CAPITAL INFUSIONS

- 202. Letter of Intent
- 203. Investor Rights Agreement
- 204. Stock Lock-up Letter
- 205. Preferred Stock Purchase Agreement
- 206. Option to Purchase Shares
- 207. Warrant to Purchase Shares
- 208. Convertible, Subordinated, Callable Debenture

SECURITIES COMPLIANCE

- 209. Client Questionnaire
- 210. Uniform Application to Register Securities
- 211. Uniform Consent to Service of Process
- 212. Uniform Form of Corporate Resolution
- 213. Prospective Purchaser Questionnaire
- 214. Purchaser Representative Questionnaire
- 215. Accredited Investor Questionnaire

- 216. Subscription Agreement
- 217. Consent of Accountants
- 218. Securities Proceeds Escrow Agreement

Limited Liability Company

- 219. Articles of Organization
- 220. Articles of Organization of Professional LLC
- 221. Articles of Organization by Conversion from a General Partnership
- 222. Articles of Organization by Conversion from a Limited Partnership
- 223. Articles of Merger of Corporation into LLC
- 224. Plan of Merger of Corporation into LLC
- 225. Restated Articles of Organization
- 226. Amended Articles of Organization
- 227. Articles of Correction
- 228. Consent of Registered Agent
- 229. Operating Agreement - Member Governed
- 230. Operating Agreement - Manager Governed
- 231. Resolution of LLC Authorizing Borrowing
- 232. Articles of Dissolution
- 233. Notice to Creditors Regarding LLC Dissolution

Registered Limited Liability Partnership

- 234. Registered Limited Liability Partnership Agreement
- 235. Amendment to General Partnership Agreement to Convert to RLLP

INTELLECTUAL PROPERTY

- 236. Trademark/Service Mark Application
- 237. Assignment of Registered Trademark or Service Mark
- 238. Assignment of Trademark Application
- 239. Assignment of Copyright
- 240. Cease & Desist Letter
- 241. Assignment of Patent
- 242. Patent Owner Agreement
- 243. License Agreement
- 244. Submitted Idea Agreement
- 245. Software Royalty Agreement
- 246. Work for Hire Agreement
- 247. Photography Model Agreement
- 248. Confidentiality Agreement

MERGER & DISSOLUTION

- 249. Director Resolutions Recommending Dissolution
- 250. Shareholder Resolutions Approving Dissolution
- 251. Articles of Dissolution [Incorporator]
- 252. Articles of Dissolution [Directors & Shareholders]
- 253. Articles of Merger
- 254. Dissenter's Notice to Demand Payment
- 255. Corporation's Dissenter's Notice

In addition, please feel free to contact us by phone (502.587.7750) fax (502.585.7177) or e-mail (biz-law@juristechology.com) if questions arise regarding day-to-day legal issues related to the operation of your business.

Often a few words of counsel can prevent a major costly legal problem later.

Please visit other areas of our web site at <http://www.juristechology.com> for articles we have written on business legal issues and solutions and for helpful links for government agencies, entrepreneurial resources and other favorite sites which might also be of help to you.

We appreciate the opportunity to be of service to you and look forward to working with you in the future.