

Kilpatrick Townsend's KickStart Program

Start-Ups & Emerging Companies

Kilpatrick Townsend's Silicon Valley-based start-up team specializes in advising entrepreneurs who want to rapidly scale new businesses by accessing private investment from high net worth individuals, venture capital and private equity firms. Using experience gained from working with hundreds of emerging companies, we provide first time and serial entrepreneurs with timely legal advice on matters ranging from choice of entity, corporate formation, founders share issuances and restrictions, stock option plans and appropriate uses of equity-based compensation, negotiation of debt and equity financing terms, board composition and governance, licensing and commercial transactions and agreements, to exits by acquisition or initial public offering.

Through our Kilpatrick Townsend KickStart program, we provide eligible startups with a low-cost, comprehensive package of services that includes partner-level counseling, formation of a Delaware corporation and preparation of a comprehensive set of corporate documents and template agreements that will fully equip emerging companies to meet their initial legal needs. We provide innovative fee structures to partner with our clients and most services are provided on a fixed fee basis.

The entrepreneurs we work with benefit from the unparalleled access we provide to a deep bench of intellectual property lawyers and scientific and technical advisors with services that include patent prosecution, trademark and copyright protection and IP litigation, as well as to our corporate specialists in tax, outsourcing, privacy, employment law and government regulation.

Many of our IP lawyers have advanced degrees in engineering, life sciences and business, including more than 50 lawyers with Ph.D.'s in addition to real life experience in their chosen disciplines.

Corporate Formation – Fixed Fee Services \$5,000 in Aggregate

- Initial consultation
- Preparation and filing of the initial Certificate of Incorporation for a Delaware Corporation
- Action by Sole Incorporator
- Submit Form SS-4 Application for Employer Identification Number
- Prepare company bylaws
- Initial Consent of the Board (Appointment of Officers, Indemnification Agreements, Fiscal Affairs, Approval of Stock Plan)
- Prepare Indemnification Agreements for directors and officers
- Prepare Restricted Stock Purchase Agreements, Stock Certificates and Receipts for up to four founders
- Filing of 83b Elections for U.S. Taxes (when applicable) for founders

Included Corporate Forms

- At-Will Employment Agreement
- Equity Incentive Plan
- Stock Option Agreement
- Board Consent for Option Grants
- Consulting Agreement (Company and Individual)
- Advisor Agreement
- Mutual and One-Way Nondisclosure Agreements

Note Financing – Fixed Fee Services \$5,000 in Aggregate

- Prepare term sheet for Note Financing
- Prepare Convertible Promissory Note Subscription Agreement
- Prepare form of Convertible Promissory Note
- Securities filings
- Maintain investor records

Trademark Services

Preliminary Screen

- Full Trademark Search
- Initial consultation
- 1-2 preliminary (knock-out) scans for proposed marks
- Filing US Trademark Application in 1 class for 1 mark
- \$1,500 plus USPTO fee of \$325 for each class

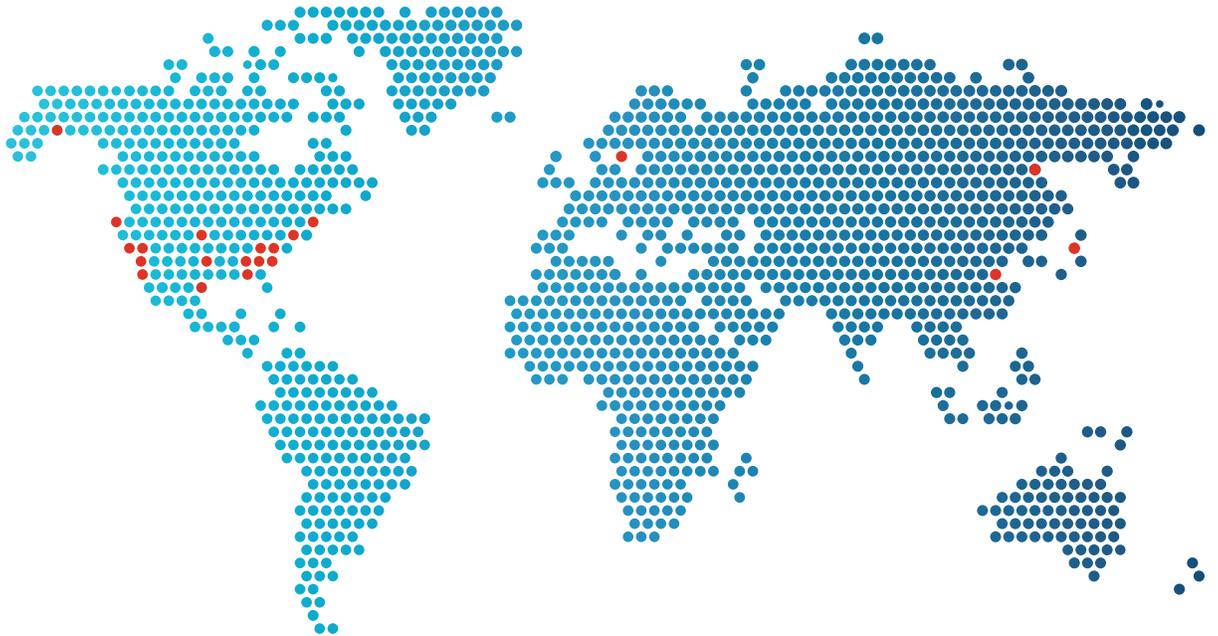
Full Trademark Search

- Initial consultation
- 1-2 preliminary (knock-out) scans for proposed marks
- 1 full US Trademark search for 1 mark
- Filing US Trademark application in 1 class for 1 mark
- \$2,800, plus USPTO fee of \$325 for each class, plus \$525 for Thomson CompuMark full US Trademark search

Hourly Rate Services

- Prosecution fees, ranging from \$1,000 to up to \$5,000 (for more complex responses to Office Actions and cases where the mark is not used for several years). These fees may be spread out over one year or more.
- Searches that require additional investigation
- Additional consultation/counseling

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Counsel to Innovative Companies and Brands Around the World

We help leaders create, expand, and protect the value of their businesses and most prized assets. Our attorneys bring a balance of business savvy, technical skills, and creative thinking to the opportunities and issues our clients face daily. From the most complex challenges to the routine, we work together to make businesses better, smarter, more protected, and more successful.

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