

- fixed fees -

Subject to the execution of a specific Fee Agreement between Client and the Firm, the services listed in this document may be performed at the Fixed Fees shown in this document. The fees include all telephone calls, e-mails, meetings, legal research, document review, and travel time involved in performing the service.

In addition to the listed reduced rates, we offer further discounts as follows:

- ✓ 15% discount with the purchase of two or more services.
- ✓ 20% off all services for fair-trade, socially responsible, non-profit and sustainable businesses, as well as businesses contributing to the welfare of animals. Additional 10% off with the purchase of two or more services.
- ✓ 15-20% discount available to our Subscription Plan clients, depending on type of Subscription Plan selected.

Disclaimer: While in many cases, we are able to offer the services listed in this document for the fees shown, the prices indicated below should in no way be taken as a guarantee of the total cost of your legal representation prior to consulting and entering into a definitive Engagement and Fee Agreement with us. Certain cases, due to their complexity, will fall outside our fixed fee program. After speaking with you about your needs, we will be able to determine if a fixed legal fee will work for your situation. All fixed fee arrangements must be agreed to in writing by the Client and the Firm.

legal audit

Small Business Legal Audit - \$3,500 - \$9,500

The Legal Audit consists of a 2-hour consultation, a review of all corporate documentation, and a comprehensive report detailing the attorney's legal research, opinions, and recommendations. This process is designed to familiarize the client with their legal risks and vulnerability to litigation, alerts the client of issues that need to be addressed, and to give the owners the necessary knowledge to formulate and implement a legal strategy that minimizes personal and business liabilities while maintaining the profitability of the business. This is an invaluable process that keeps businesses strong, focused and protected.

Areas addressed in the Legal Audit include:

- ✓ **Company Contracts** – We examine what contracts the business has – and should have – on file, as well as the most important provisions of each contract.
- ✓ **Sales Documents** – We provide a thorough review of all documents and processes the business has – and should have – in place relating to the sales of goods and services on credit.
- ✓ **Collections/Accounts Receivable** – We review your process of collecting receivables from a legal perspective, such as following up past-due invoices with appropriate demand letters, etc.
- ✓ **Employment Law Issues** – We analyze your HR processes for common employment law issues that small business owners need to be aware of, such as the requirement to regularly document decisions made regarding employees in order to support those decisions should they be challenged on grounds of discrimination.

- ✓ **Personal Liability of Owners** – We evaluate whether your business is properly organized under the laws of your state, and if necessary, recommend specific steps to protect the owners from personal liability concerning the debts and obligations of the company. For example, we examine whether your operating agreement contains all necessary provisions required under the law; whether you have a shareholder (buy-sell) agreement detailing what should happen in the event of the death or disability of an owner; etc.
- ✓ **Corporate Books and Records** – We review the books and records of our corporate clients for common legal issues, such as whether the Articles of Incorporation provide for a sufficient number of authorized shares.
- ✓ **Stock Matters** – We review the state of issued stock and stock certificates, for example, whether the company received the consideration required by law for each sale of stock.
- ✓ **Government Regulations and Compliance** – This section addresses whether the business is compliant with all applicable federal regulations.
- ✓ **Leases** – We review and analyze all commercial and residential leases to which the business is a party, and provide our recommendations. Our report addresses, for instance, whether the leases in place have options or renewal provisions and whether the client has calendared the date(s) by which any options must be exercised or notification of non-renewal be issued.
- ✓ **Loan Compliance** – We review all corporate loan documentation and assess whether the business is in compliance with its obligations relating to any loans and lines of credit. We also issue written recommendations as to the steps the client should take in order to review and negotiate favorable financing, if required.

- ✓ **Intellectual Property Protection** – We review pertinent business documentation and issue written recommendations regarding basic IP issues such as registering and enforcing trademarks, copyrights, non-disclosure agreements, assignments, and licensing agreements.
- ✓ **Record Keeping** – We evaluate whether the business is keeping track of all records required to be preserved under the law, and if necessary, suggest improvements as to the procedures in place for keeping such records.
- ✓ **Insurance** – We evaluate basic insurance issues, such as whether the client has all necessary and appropriate coverages in place.
- ✓ **Assets** – We analyze pertinent documentation to ensure that the client has the titles to all of its assets.

business formation and governance

LLC Formation, Single Member - \$850

- ✓ Consultation regarding selecting the right entity, and the pros and cons of your selection.
- ✓ Preparing and filing Articles of Organization and Initial Report with the Secretary of State's Office*
- ✓ Drafting a basic Operating Agreement to govern the operations of the company
- ✓ Preparing Organizational Minutes to facilitate the opening of a bank account
- ✓ Obtaining a federal Employer Identification Number (EIN) for the new company

- ✓ Providing information and advice on how to register with the State Department of Revenue for a state tax ID and sales tax license
- ✓ Providing information and advice on how to register with the State Department of Labor before hiring employees.

**Client is responsible for all filing fees with the Secretary of State.*

LLC Formation, 2+ Members - \$1,500 - \$3,500

- ✓ Consultation regarding selecting the right entity, and the pros and cons of your selection.
- ✓ Preparing and filing Articles of Organization and Initial Report with the Secretary of State's Office*
- ✓ Drafting a basic Operating Agreement to govern the operations of the company and to define the roles, rights, and responsibilities of the members
- ✓ Preparing Organizational Minutes to facilitate the opening of a bank account
- ✓ Obtaining a federal Employer Identification Number (EIN) for the new company
- ✓ Providing information and advice on how to register with the State Department of Revenue for a state tax ID and sales tax license
- ✓ Providing information and advice on how to register with the State Department of Labor before hiring employees.

**Client is responsible for all filing fees with the Secretary of State.*

S-Corp Formation - \$2,000

- ✓ Consultation regarding selecting the right entity, and the pros and cons of your selection.
- ✓ Preparing and filing Articles of Incorporation with the Secretary of State's Office*
- ✓ Preparing and filing the necessary forms with the IRS to obtain S-Corporation status
- ✓ Drafting Bylaws to govern the operations of the company
- ✓ Preparing Minutes of the Incorporator to elect the initial members of the Board of Directors
- ✓ Preparing Organizational Minutes of Board of Directors to facilitate the opening of a bank account
- ✓ Preparing Organizational Minutes of Board of Directors to facilitate the opening of a bank account
- ✓ Obtaining a federal Employer Identification Number (EIN) for the new company
- ✓ Providing information and advice on how to register with the Department of Revenue for a state tax ID and sales tax license
- ✓ Providing information and advice on how to register with the State Department of Labor before hiring employees

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A basic Shareholder Agreement, defining the roles, rights, and responsibilities of the shareholders can be included for a reduced rate if prepared in connection with your business incorporation.

Partnership, Limited Partnership or Limited Liability Partnership Formation - \$2,000

- ✓ Consultation regarding selecting the right entity, and the pros and cons of your selection.
- ✓ Preparing and filing the necessary documents with the Secretary of State's Office*
- ✓ Drafting a basic Partnership Agreement to govern the operations of the Partnership and to define the roles, rights, and responsibilities of the partners
- ✓ Preparing Organizational Minutes to facilitate the opening of a bank account
- ✓ Obtaining a federal Employer Identification Number (EIN) for the new Partnership
- ✓ Providing information and advice on how to register with the State Department of Revenue for a state tax ID and sales tax license
- ✓ Providing information and advice on how to register with the State Department of Labor before hiring employees.

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Shareholder Agreement - \$1,500 - \$3,500

Operating Agreement - \$1,500 - \$2,500

Corporate Minutes or Resolutions - \$850 - \$1,000

Buy-Sell Agreement (up to 3 Parties) - \$2,000

Draft Buy-Sell Agreement (4+ Parties) - \$2,000 - \$5,500

contracts

Contract Review with Written Comments - \$75/page

Simple Asset Purchase Agreement - \$4,500

Complex Asset Purchase Agreement - \$9,500

- ✓ A Precise and Detailed Itemization of the Asset or Assets Being Sold
- ✓ Itemization of All Liabilities (if any) Assumed
- ✓ The Payment Price and Financing Terms
- ✓ The Disposition or Satisfaction of any Liens or Encumbrances on the Assets
- ✓ Representations and Warranties of both Seller and Buyer (the seller asserts that the asset is what it has been represented to be, and is of a value equal to the purchase price; the buyer agrees to buy it "as is")
- ✓ Collateral Agreements and Covenants (such as employment contracts, real estate leases or a non-compete clause)
- ✓ Closing Date and Conditions
- ✓ Any Other Mutually Agreed Upon Terms

Letter of Intent - \$850 - \$2,500

Memorandum of Understanding - \$850 - \$2,500

Guarantees (Personal and Corporate) - \$850

Independent Contractor Agreement / Consulting Agreement / Client Agreement - \$2,500

Software Development Agreement - \$3,500 - \$6,500

Joint Venture Agreement - \$2,500 - \$4,500

Supplier Agreement / Distribution Agreement - \$2,000 - \$4,500

Private Label Manufacturing Agreement - \$2,000 - \$4,500

Waivers and Releases - \$850 - \$3,500

Mutual Rescission - \$850

collections and correspondence

Draft Simple Demand Letter - \$800 - \$1,000

Offer Letter - \$500

Draft Complex Demand Letter (Legal Research Required) - \$1,500 - \$2,000

Review of Basic Corporate Correspondence (With Written Comments) - \$500

Review of Complex Corporate Correspondence (With Exhibits and Legal Research Required) - \$1,000 - \$2,500

intellectual property

Intellectual Property Audit - \$1,200 - \$7,500

Our IP audit is a systematic review of our clients' IP assets and related risks and opportunities. IP audits can help assess, preserve, and enhance IP; correct defects in IP rights; put unused IP to work; identify risks that a company's products or services infringe another's IP; and implement best practices for IP asset management.

A thorough IP audit involves not only a review of a company's IP assets, but also the company's IP-related agreements, policies and procedures, and competitors' IP. Depending on the needs of your business, our IP audits may cover some or all of the following:

- ✓ One 1-hour consultation
- ✓ Review company documentation to identify existing and potential IP assets, including trademarks, copyrights, trade secrets, and patentable inventions
- ✓ Assist client in IP valuation for purposes of obtaining or providing financing or investment capital, or for demonstrating company value in preparation for a merger, joint venture, or sale
- ✓ Review existing systems in place, suggest improvements, and recommend best practices to manage, preserve and enhance company IP, including ensuring that an appropriate R&D program is designed to best capture future business opportunities,

- ✓ Correct defects in IP rights, including assessing and dealing with the consequences of the expiration of IP rights and making recommendations for federal registration
- ✓ Assess the integrity and strength of trade secret protection procedures and agreements;
- ✓ Assess the impact and potential value of obtaining new IP or putting unused IP to work, for example, via licensing, franchising, assignments
- ✓ Identify any risks involved in adopting a new trademark or new product claims and warranties, including the risk of the client's products or services infringing on IP owned by third parties
- ✓ Review client's IP-related policies, procedures and agreements such as licenses and non-disclosure agreements
- ✓ Determine whether the company's IP licensees are complying with the terms of a license and ensure that the client is complying with all contract terms governing licensed IP
- ✓ Review competitors' IP and assess and deal with the consequences of a change of status in a competitor's IP rights
- ✓ Assess IP rights and risks involving the acquisition or launch of a new product or service, and expanding into new markets or channels of trade;
- ✓ Assess the impact of a key employee's departure on IP rights and value
- ✓ Assess a third party's infringement claims and the possible consequences

All of our IP Audits include a comprehensive written report with your attorney's findings and recommendations regarding the issues addressed in the audit.

[Comprehensive Trademark Clearance Search - \\$850](#)

[Federal Trademark Application - \\$850*](#)

[Trademark Renewal - \\$850](#)

Trademark Watch Service - \$100/month

Copyright Registration - \$850**

IP Nondisclosure Agreement - \$950

IP Assignment Agreement - \$1,200 - \$2,800

IP License Agreement - \$2,800 - \$4,500

**Client is responsible for all filing fees charged by the USPTO (currently \$275 per mark per class)*

***Client is responsible for all fees charged by U.S. Copyright Office (currently between \$35 and \$55 per registration)*

employment law issues

Employment Offer Letter - \$350

Termination Advice and Letter - \$350 - \$1,250

Basic Employment Contract - \$950

Non-Disclosure, Non-Solicitation or Non-Competition Agreement - \$850

Basic Independent Contractor Agreement - \$950 - \$1,250

Employee Handbook (Including Acknowledgements and Forms) - \$2,500 - \$3,500

Employee Drug and Alcohol Policy - \$500

Contract Review with Written Comments - \$75/page

real estate law

Review Real Estate Contract, Research Legal Issues and Provide Written Comments - \$75/page

Draft Basic Residential Lease - \$1,500

Draft Basic Commercial Lease - \$2,800

website compliance

Website Privacy Policy - \$550

Website Terms and Conditions - \$850

Website Disclaimers - \$550

marketing and advertising compliance

Facebook or Google Ad Campaign Review With Compliance Report - \$850

E-mail Campaign Review With Compliance Report - \$850

Website Review With Compliance Report - \$850

Physical/Magazine Ad Campaign Review With Compliance Report - \$850

Google Ad Campaign Review With Compliance Report - \$850

**Website Privacy Policy, Disclaimers and Terms & Conditions can be included at a reduced rate if prepared in connection with these services.*

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