



Patrick J. Franke is a corporate lawyer, Chair of the Business Department, and leads the Firm's Startups and Emerging Companies Practice Group. He can be reached at 206.223.7100 or frankep@lanepowell.com.

Dear Seattle Startup Community:

What an amazing and exciting time to be a startup in Seattle! The members of Lane Powell's Startups and Emerging Companies Practice Group are delighted to be in the middle of this perfect storm, and to be supporting the Seattle startup community by partnering with the *Puget Sound Business Journal* to present our second annual Startups and Emerging Companies Seminar. The seminar is scheduled for Wednesday, December 2, and will be hosted at Motif Seattle.

We were extremely happy with the outcome of last year's seminar and received great feedback. New this year:

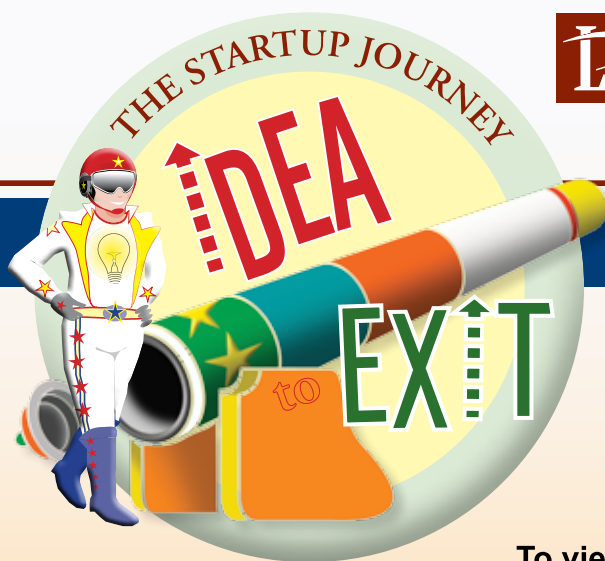
- Our presentations are designed to be even more practical as each attorney will partner with a presenter from the business community to maximize the utility of the content;
- We have added a keynote speaker at lunch to break up the day and provide a unique perspective on a compelling topic;
- In response to the clear fan-favorite from last year's seminar, we have extended the investor panel discussion to provide even more helpful insights from the local investment community; and
- We will be hosting a networking event following the seminar with complimentary beverages and hor d'oeuvres at Motif's Frolik Kitchen + Cocktails, which will allow attendees to socialize and provide additional access to the presenters and investors.

We think it will be a very fun and informative day and look forward to seeing you on December 2!

Patrick J. Franke

Lane Powell Shareholder, Chair of the Firm's Business Department, and Leader of the Firm's Startups and Emerging Companies Practice Group

For more information or to register for our Startups and Emerging Companies Seminar, please visit our website at www.lanepowell.com.



STARTUPS AND EMERGING COMPANIES

SEMINAR • DECEMBER 2, 2015

10 a.m. to 4 p.m.

(9:40 a.m. Registration; 4 p.m. Happy Hour)

To view the full agenda or to register online, please visit www.lanepowell.com.

Six fast-paced, pragmatic presentations from legal and other experts from the startup perspective.

A panel of experienced investors providing tips on setting valuation with an "in-the-trenches" moderator.

Networking at Motif's Frolik Kitchen + Cocktails (beverages and hors d'oeuvres will be provided).

Location: Motif Seattle
1415 Fifth Ave.
Seattle, WA

Cost: \$100 prepay online;
\$125 at the door.

Questions? Contact: Heidi Haslip
206.223.5496
hasliph@lanepowell.com

Introducing Our Investor Panel

The Panelists:



Edith Dorsen | Managing Director and Co-founder | Women's Venture Capital Fund

Edith co-founded the Women's Venture Capital Fund, which invests in early-stage companies on the West Coast that have completed a significant angel capital raise, are demonstrating bona fide market traction and include women in senior leadership. As Managing Partner, she has primary responsibility for fundraising, deal sourcing, diligence and investor relations. Currently, Edith is a Board Member or Advisor to Nvoicepay, Inc., EdSurge, Inc. and Proxio, Inc., and oversees investments in four other portfolio companies for the Fund.

Edith brings a unique breadth and depth of experience to venture capital. Prior to founding the Women's Venture Capital Fund, she was a Management Consultant at McKinsey, Investment Banker at Salomon Brothers, and Senior Business Development Officer or Advisor to several early-stage companies and large corporations. She is a graduate of the Harvard Business School and Kennedy School of Government.



Mukund Mohan | Director | Microsoft Ventures

Mukund helps startups and large enterprises at Microsoft. He founded and sold BuzzGain, a leader in do-it-yourself PR, in 2010. Before that, he founded and sold two Silicon Valley startups in the Internet and enterprise software markets. He has also failed at three startups.

Besides having held executive and management roles in Hewlett Packard (Mercury), he has also worked at Cisco Systems as an Engineer. He studied at the University of Maryland, Baltimore County pursuing a Master's degree in Computer Science and has a Bachelor's degree in Engineering and Computer Science from the University of Mysore in India. He blogs at www.bestengagingcommunities.com.



Kevin Ober | Managing Director | Divergent Ventures

Kevin Ober is a Managing Director of Divergent Ventures. Prior to Divergent, he spent 7 years with Vulcan Ventures, a national venture capital firm owned by Paul Allen, Co-founder of Microsoft Corporation. While with Vulcan, he led investments in Internet infrastructure companies Internap Network Services Corporation, Nexabit Networks, Wavtrace and Net Perceptions. As a Managing Director for Divergent, Kevin leads the entity's investments in Pliant Technology, Flashsoft Corporation and Piston Cloud Computing. Kevin is currently leading Divergent's investments in Shippable, PushSpring and SpaceCurve. Kevin also served in various positions at Conner Peripherals, Inc., a computer hard disk drive manufacturer in San Jose, California. He holds a Bachelor of Science degree in Business Administration from St. John's University and a Master of Business Administration from Santa Clara University.



The Moderator:

Frank Paganelli | Shareholder | Lane Powell PC

Frank Paganelli is a member of Lane Powell's Startups and Emerging Companies Practice Group and focuses his practice on social impact companies and investments. He is an experienced general counsel with significant corporate strategy and business management experience. Frank works with management teams, investors, boards of directors and business owners to address strategic opportunities and challenges. He counsels clients on issues ranging from corporate structuring and governance to capital strategies, organizational development and commercial transactions.

Frank has held a number of executive roles for companies ranging from public telecom firm Rhythms NetConnections, where he served as General Counsel; biofuel retailer Propel Fuels, where he acted as General Counsel and Vice President of Corporate Development; organic produce e-commerce leader Full Circle Farm, where he was Chief Operating Officer and Board Member; and Clean Conversion Technologies, where he served as President.

Choice of Entity: Operational Considerations

By Margaret M. Grega

As with most things in life and the law, choice of entity for your startup depends on the circumstances. From an operational perspective, we typically recommend that venture-backed companies form as C corporations, as opposed to limited liability companies (LLCs) or S corporations. There are several important reasons for this:

- C corporations are better understood in the investment world — investors are comfortable with and understand the C corporation structure and it makes it easier to raise capital. There is a vast body of law and legal precedent supporting the structure and function of C corporations, making them more predictable and better understood generally.
- Investors prefer them — some investors won't (or at least strongly prefer not to) invest in LLCs or S corporations, so why limit your investment potential from the start?
- C corporations offer ownership flexibility — the structure allows for varying kinds of ownership participation with no limit on the type or amount. S corporations have special restrictions on the amount and type of investors, such as only being able to issue common stock, no foreign investors and a maximum total number of shareholders, and those restrictions can hurt a company's development in the long run.
- C corporations provide better optics for growth — they are designed to scale up easily, whereas LLCs historically are not. You send a strong message that you are intending to grow when you form as a C corporation, which is not necessarily the case with an LLC.
- The governance and structure are clearer — investors understand how a Board of Directors and corporate officers such as a CEO handle the management and operations of a C corporation. When it comes to LLC managers and members, and the varying combinations and control issues involved in those roles, things get a little murkier.
- It is easier to issue equity compensation — which is invaluable for attracting desirable employees or contractors, and the C corporation structure allows for both traditional stock options (including tax-advantaged incentive stock options) and restricted stock. LLCs have a different and more confusing mechanism by which they can issue the equivalent of stock options and restricted stock.
- C corporations can issue both common and preferred stock — a common request from venture capitalists as part of their investment is preferred stock. As noted previously, S corporations can only issue common stock.

For startup companies hoping for traditional venture capital investment, the C corporation is the preferred choice. Of course, there are additional considerations to take into account. One of the major considerations is the tax treatment of different entities. For more details on that, see the next article regarding specific tax considerations for your choice of entity.



Margaret M. Grega is an Attorney in Lane Powell's Business Practice Group. She has broad experience in corporate and transactional matters, including entity formation, mergers and acquisitions, securities, corporate finance and general corporate counseling. In addition, Maggie regularly advises on a variety of commercial matters and business transactions related to the core businesses of her clients. She can be reached at 206.223.7119 or gregam@lanepowell.com.

Choice of Entity: Tax Considerations

By Yesica Hernandez

Due to investor preferences, startups backed by venture capital, or that intend to seek institutional investors, generally organize as C corporations. Other startups may wish to consider other options. Outlined below are some of the key tax consequences to consider when selecting an entity.

Choosing the C corporation, S corporation or limited liability company (LLC) form of organization affects tax burdens and planning opportunities in connection with exit transactions, compensation, equity structure and tax-loss treatment.

1. **Planning for the Exit:** Strategic buyers and financial investors alike will often prefer a taxable asset purchase in order to obtain a step-up in basis. If the company is a C corporation, an asset sale will result in a heavy tax burden on the owners. The tax will be significantly less if the company is an S corporation or LLC. However, corporations (both C and S) can be acquired for stock in tax-free transactions; accomplishing the same result with an LLC is much more complicated and costly.
2. **Equity Structure:** A C corporation can have both common and preferred stock. An S corporation can only have common stock. LLCs can have equity interests of any imaginable type. However, taking advantage of an LLC's flexibility can result in long, complex documents and high legal fees.
3. **Equity-Based Compensation:** Techniques for giving equity-based compensation to a corporation's employees (stock grants and options) are easily implemented, but there are a limited number of tax-efficient structures. LLCs offer more flexibility, but implementation requires complex documents and greater accounting complexity.
4. **Loss Treatment:** LLCs and S corporations (but not C corporations) can pass losses through to owners, but owner-by-owner limitations on the deduction of losses may substantially undermine this benefit.

If a very simple equity structure is acceptable, founders may conclude that the S corporation is their best choice. However, if the company's founders prefer a more nuanced equity structure, the LLC form tends to provide better tax-related outcomes. The principal disadvantages of an LLC with a creative equity structure are: complex documents, increased legal fees and a greater chance of confusion among owners. Each situation is different, and it is important to seek professional advice from trusted advisors when forming a company.



Yesica Hernandez is an Attorney in Lane Powell's Litigation Practice Group. During law school, Yesica advised San Francisco Bay Area startups as part of Berkeley Law's New Business Practicum. She also served as an Extern for the Honorable Paul L. Friedman of the U.S. District Court for the District of Columbia. She can be reached at 206.223.7108 or hernandezy@lanepowell.com.

"Just a quick note to let you know how impressed I was with Lane Powell's Startups and Emerging Companies Seminar. The entire event was chock-full of practical and business savvy legal advice of the 'stitch in time, saves nine (or a million)' variety. Even as a veteran of several startups, I heard many easy to implement strategies for improving our business through proactive legal positioning. I also appreciate the accessibility and openness of the Lane Powell attorneys outside of the presentations to answer specific questions and post event email follow-ups. Any startup or emerging company with the opportunity to attend this seminar would be well advised to do so."

– Swain Porter, CEO of FEV Analytics Corp.

IP 101: An Overview of Intellectual Property Protection for Your Startup

By Bryan A. Santarelli

Your entity's intellectual property (IP) can be among its most valuable assets, and should be protected to preserve value. This is particularly true for startups, where even a single piece of IP can mean the difference between the entity thriving and failing.

The major categories of IP are patents, trademarks, copyrights and trade secrets.

A patent grants to the patent holder the right to exclude others from making, using, selling, offering to sell, or importing into the granting country/region products or processes that incorporate an invention, which is a nonabstract idea that is new and nonobvious in view of that which came before. Examples of patentable subject matter include software, electronics and other products, and methods of manufacture, repair, maintenance, performing a task and doing business. The scope of protection that a patent affords to the covered subject matter ranges from an entire process (e.g., manufacturing a food item) or system/product (e.g., light bulb) to a single feature or function of a process (e.g., the initial heating of glass in a window-making process) or system/product (e.g., a smartphone's display, a smartphone's ability to rotate a displayed image in response to a rotating of the smartphone).

A trademark is a word, expression, design, or combination of two or more of these, that identifies the source of a product or service. A trademark may be used in advertising, at the point of sale, or on a product or its packaging, and may be visual or aural. Examples of trademarks include Kirkland® (visual word mark that identifies source Costco Wholesale®), "Why buy a mattress anywhere else?" (visual/aural expression that identifies source Sleep Country USA®), Apple® (graphic design that identifies source Apple®), the Intel® and T-Mobile® nonverbal jingles (aural), and the "look" (e.g., rectangular display with square icons arranged in rows/columns) of Apple's iPhone® (design).

A copyright grants the copyright holder the right to exclude others from copying a work that is in a fixed, tangible form (e.g., hardcopy, electronic). Examples of copyrightable subject matter include written works (e.g., user manuals), photos and videos (e.g., on websites), films, works of arts (e.g., paintings, sculptures), sound recordings (e.g., music downloads), performances (e.g., a live band's cover of a song), and the pictorial, graphic and sculptural features of an article (e.g., the decorative features of a cheerleading uniform).

And a trade secret is valuable information that the holder keeps secret. Examples of trade secrets include food product recipes (e.g., the recipe for Coca-Cola®), manufacturing techniques, algorithms (e.g., how an automatic external defibrillator (AED) determines whether a person exhibiting symptoms of cardiac arrest needs a defibrillating shock) and customer lists.

Now that you have an overview of the key IP areas that should be protected, dive into IP 102.



Bryan A. Santarelli is Counsel to the Firm in Lane Powell's Intellectual Property and Technology Practice Group. Bryan focuses on domestic and foreign representation in electrical, electronic, semiconductor, wireless, computer and mechanical patent matters, and in trademark and licensing matters. He can be reached at 206.223.7085 or santarellib@lanepowell.com.

IP 102: Filing for Federal Protection of Your Intellectual Property Rights

By Kevin D. Jablonski

Patents, copyrights and trademarks are intellectual property (IP) that may be federally protected in the U.S. through an application process. Patent and trademark applications are handled by the United States Patent and Trademark Office (USPTO — uspto.gov) and copyright registrations are handled by the United States Copyright Office (USCO — usco.gov). Further, these IP protections may be obtained in other countries through various international treaties between most countries.

Inventors file a patent application to seek a limited term right to exclude others from making, using, selling and importing that which is claimed in the granted patent. Types of patent applications include design patents that protect ornamental designs, plant patents that protect strains of asexually reproducing plants, and utility patents that protect the vast majority of inventions. Further, patent applications include provisional patent applications and nonprovisional patent applications. A provisional application divulges basic tenets of a protectable idea, but without enforceable patent claims (the legally protected invention), and may be best thought of as placeholders for nonprovisional patent applications (with claims) filed within one year of filing the provisional application and claiming priority back to the filing date of the provisional application. Further, inventors may file for patent protection in almost every other country in the world as well via a Patent Cooperation Treaty (PCT) application.

Trademark applications may be filed on a 1A basis where the underlying mark is already in use in interstate commerce or on a 1B basis where the applicant has a bona fide intention to use the mark in commerce. Trademark applications are filed with respect to one of 45 different classes of goods and services, and a trademark may be the subject of concurrent applications in more than one class of goods and services.

Copyrights, different from other forms of IP, exist from the moment a work is fixed in a tangible form and are held (without filing) by the creator. But registration of the copyright enables the owner to sue in federal court, and infringers are subject to statutory damages as opposed to the copyright registrant having to prove actual damages.



Kevin D. Jablonski is Counsel to the Firm in Lane Powell's Intellectual Property and Technology Practice Group. He has a comprehensive intellectual property practice, which includes patent procurement in electrical, electronic, semiconductor, computer and mechanical patent matters, as well as copyright and trademark matters. In addition, Kevin has developed a technical focus in the audio arts and audio-related technologies. He can be reached at 206.223.7106 or jablonskik@lanepowell.com.



"For every startup, it's critical to save capital. This startup seminar gave us a tremendous amount of legal knowledge while allowing us to save capital for building our business."

– Jason Eakes, Founder of All In, LLC

For more information or to register for our Startups and Emerging Companies Seminar, please visit our website at www.lanepowell.com.

Employment Considerations for Startups: Hiring Your First Employees

By Rachel M. Bower

You have a big idea and you're ready to execute, or perhaps your startup is profitable and ready to expand. Either way, navigating federal, state and local employment laws is a daunting and ongoing task. Make sure you or your Human Resources professionals are informed and up for the challenge. The main issues facing startups in today's employment law climate include the decision to rely on independent contractors or at-will employees to sustain the enterprise, preparing appropriate employment agreements that protect the information key to the business's success, and developing the basic employment policies suitable for a growing workplace.

The use of independent contractors is an obvious resource for startups to launch or grow their business. The U.S. Department of Labor's recently-issued guidance on the classification of independent contractors is proof of the spotlight on this issue and the ever-increasing trend to grant employment-like protections to this category of workers. Know the risks and make sure your workers are properly classified to avoid costly exposure that will otherwise eat away your bottom line.

While not all job positions warrant an employment agreement, some positions at your company very well might. Staying relevant is critical to your company's success and that relevance is dependent on the security of the company's intellectual property, financial and marketing strategies, and client lists, to name a few. This means restrictive covenants that prohibit unfair competition, or certain disclosure or solicitation, may be necessary. Learn the traits of enforceable restrictive covenants to protect your business and its future.

Last but not least, must the company have an employee handbook? Deciding the appropriate time to issue an employee handbook depends on the size and circumstances of your workplace. Learn some of the key policies to include and considerations to weigh when preparing your company's handbook.



Rachel M. Bower is an Attorney in Lane Powell's Labor and Employment Practice Group. Rachel dedicates her practice to employment litigation defense and counseling for employers of all sizes. She has successfully litigated and resolved a broad array of workplace disputes, including discrimination and retaliation, wrongful discharge, violation of wage and hour laws, and breach of restrictive covenants. She can be reached at 206.223.7024 or bower@lanepowell.com.

For (When Nobody Knows) What It Is Worth: Incentivizing Convertible Debt Investors

By Matthew D. Viers

So, how do we finance our startup when we have no assets and not even our families will lend to us? I guess we could sell some equity, but how do we price it when we're pre-revenue and there is no way to prove what we're actually worth?

For many of our startup clients, the ultimate answer to the above questions is to raise a convertible debt round in which the company issues promissory notes that automatically convert to equity in the next round of financing. This is often an attractive funding structure for early-stage ventures because it both (i) allows the company and investors to avoid (at least for the moment) the difficult task of valuing an enterprise with no financials (or financials with a distressing amount of red at the bottom), and (ii) gives founders time to prove that they have something of value so that they are not giving up too much equity, too early.

Of course, an investor willing to put money into a startup with little or no operating history is going to want something in return. In the context of a convertible debt round, this "something" is most often a discount on the next equity round's price per share (typically between 15 and 30 percent); a "cap," or ceiling on the next round's pre-money valuation; or, as we're seeing increasingly, both. In a "both" financing, the debt conversion price is the lower of the discounted price per share and the price per share implied by the "cap" value, even if the actual price per share in the next round far exceeds this latter price. Because early money is often difficult to raise, it can make sense to incentivize convertible lenders with both a discount and cap. However, if a company agrees to both incentives, it should negotiate for as high of a cap valuation as possible. This can be sold to investors on the rationale that a guaranteed upside on the Series A valuation should only be granted if the cap is an optimistic, "stretch" Series A valuation that avoids excessive dilution that may create unintended control dynamics and discourage future investors. If the cap is simply a lowball approximation of current value, the company would be better off simply issuing equity at the fixed price per share.

In order to fully understand these and other convertible debt terms, it is critical to model the effects of the conversion and future issuance in a pro forma capitalization table. We regularly assist clients in this exercise to ensure that an early-stage financing not only satisfies immediate cash needs, but also protects founders' interests and sets the stage for future investment.



Matthew D. Viers is an Attorney in Lane Powell's Business Practice Group. Matt focuses his practice on corporate and transactional matters, specifically in the areas of venture capital financing, mergers and acquisitions, intellectual property protection and securities law compliance. He can be reached at 206.223.7117 or viersm@lanepowell.com.



"The seminar provided a thoughtful introduction to the most common issues a startup faces, and perhaps more importantly, it was a place to connect with like-minded professionals."

– Jonathan Geibel, Co-founder of Pluto VR

Raising Capital, More Than Just a Necessary Evil

By Frank Paganelli

Most entrepreneurs hate raising money, and for good reason. It can be a frustrating, time-consuming and even humiliating experience. For some, it's the most difficult step in the startup process; for others the impossible hurdle.

Odd as it may sound, having raised my share of cash and advised many others, I've come to appreciate the process. Here's why:

Powerful Forcing Function. At a fundamental level, startups consist of people, ideas and capital. People and ideas can be notoriously difficult to corral and horrifically inefficient while disorganized.

There is nothing like the need for cash to generate focus and urgency. Take all of those swirling ideas and condense them into a 20-minute pitch — it's a very useful process.

As one experienced entrepreneur recently asked me, "has a startup ever failed for being too focused?"

Energy. Telling smart, experienced business leaders your ideas can be terribly intimidating. Often, angel and venture investors have seen thousands of deals or have years of experience. It's easy to imagine that virtually any concept that is about to emerge from your mouth will be perceived as naïve, if not ignorant.

The reality is that most investors, but particularly experienced angels, truly love listening to and coaching entrepreneurs. They appreciate the opportunity to hear your idea, they feed off your passion and more than anything they want to help. In almost every investor meeting there is something to learn and frequently the conversation is a wonderful source of energy and support.

It's the First Test. In politics, candidates for public office are commonly judged by how much money they raise early in their race. It's a test of credibility. If you can't convince family, friends, colleagues and neighbors to throw a few bucks your way, how on earth are you going to convince a legislative district to support you? Early money attracts supporters, endorsements and media coverage. It's a virtuous circle of sorts.

Startup fundraising is the same. If a founder can't put a pitch together that compels interest, there is something wrong. The problem, the solution, the business model, the team, the market size ... somewhere there is a gap, or worse, gaps. It's better to know this earlier rather than later, as the cost today may only be a bruised ego.



Frank Paganelli is a Shareholder in Lane Powell's Startups and Emerging Companies Practice Group and focuses his practice on social impact companies and investments. Frank counsels clients on issues ranging from corporate structuring and governance to capital strategies, organizational development and commercial transactions. He can be reached at 206.223.7077, paganellif@lanepowell.com or on Twitter [@frankpaganelli](https://twitter.com/frankpaganelli).

Estate Planning for Founders

By Sarah MacLeod

Founders are often extraordinarily humble when it comes to the prospect of discussing what their personal net worth may become. Such humility may be rooted in the fact that they hardly have time to think about such things in the midst of starting a company, or it may be rooted in the fact that they are so focused on raising capital, it's hard to imagine a time when they might have "too much." But I often wonder if founders' reluctance to discuss such matters is based, at least in part, in superstition. That is, talking about money before it's in their pockets may seem a jinx on their success.

In my experience, the only true jinx is the failure to have conversations about wealth planning as early as possible, because after the company is created and its value realized, it will be too late.

In 2012, the federal estate and gift tax laws were substantially revised. Congress reinstated the federal estate and gift tax with an applicable exclusion amount of \$5 million (inflation adjusted to \$5.43 million for 2015), and a maximum tax rate of 40 percent. That is, under current federal law, anything that an individual transfers during life or at death in excess of \$5.43 million is taxed at a rate of 40 percent on the value above the \$5.43 million. The only exception to this is if the transfer is made to or for the benefit of a spouse or charity.

In addition to federal taxes, a Washington state estate tax will be imposed on estates valued in excess of \$2 million (inflation adjusted to \$2.05 million for 2015). Like federal taxes, bequests to spouses or charity are exempt from Washington's estate tax. The Washington state estate tax rates start at 15 percent and increase to 20 percent for estates above \$9 million.

The resulting combined tax rate between Washington and federal estate taxes is nearly 52 percent. This means, that founders who achieve great success with their companies, but fail to do any early planning, can spend years and millions of dollars trying to pass their wealth onto their children. Whereas founders who set aside superstitions and plan early can move wealth to the next generation nearly tax-free.



Sarah MacLeod is a Shareholder in Lane Powell's Trusts and Estates Practice Group. She focuses her practice on assisting individuals and families with estate and gift planning, estate and trust administration, and business succession issues. In addition, Sarah's practice focuses on philanthropic matters, including both advising tax-exempt organizations on governance and tax related issues, as well as counseling individuals and families with respect to their charitable giving. She can be reached at 206.223.7721 or macleods@lanepowell.com.

"I have been an entrepreneur for 50 years, so I recognize serendipity and opportunity when I experience them. LP hit it out of the park with their first seminar for startups and emerging companies; don't miss the second!"

– Allan Goodman, CEO of Matrics2, LLC

For more information or to register for our Startups and Emerging Companies Seminar, please visit our website at www.lanepowell.com.

The Startup Journey: Idea to Exit | December 2, 2015



Wesner



Jagla



Wheeler-Jacobs



Franke



Reilly



White



Winters



Thompson



DeFoe



Newell



Paganelli

9:40 – 10 a.m. Registration

10 – 10:10 a.m. Welcome and Introduction

10:10 – 10:50 a.m. A Paper Fortress: Essential IP Strategies for Startups

Gregory F. Wesner, Lane Powell PC, and a corporate IP specialist

There will always be someone bigger, faster and better funded. Your best protection against these foes is a protective fortress of intellectual property rights. It is literally the first thing a startup should consider, and we will show you how to build the right protection at the right price.

10:50 – 11:30 a.m. Naming Matters

Frances M. Jagla, Lane Powell PC, and Wendy Wheeler-Jacobs, Addison Whitney

Learn how companies address their corporation and product naming issues. We'll investigate the spectrum from name development to the clearance, protection and enforcement of your trademark rights because naming matters.

11:30 a.m. – 12 p.m. Lunch

12 – 12:40 p.m. A Presentation by a Special Keynote Speaker

More details to follow!

12:40 – 1:20 p.m. Raising Capital: Offering Compelling Terms for Investors ... Without Giving Away the Farm

Patrick J. Franke, Lane Powell PC, and a local investor

Raising money is never easy, but there are ways to reduce deal friction and to make your company stand out from the other offerings that investors are considering. We will reveal some of these secrets.

1:20 – 2 p.m. Finding and Keeping Your Key Employees

D. Michael Reilly, Lane Powell PC, and Ruby White, Rhapsody International

Startups cannot afford to make hiring "mistakes" or lose key employees. This presentation will outline: how to make your startup a hiring magnet, effective retention strategies and perks that work for employees of startups. Checklists and forms will be provided with the presentation.

2 – 2:10 p.m. Break

2:10 – 2:45 p.m. Negotiating With 800-pound Gorillas

Steven B. Winters, Lane Powell PC, and Hank Thompson, Aviation Partners

We will discuss strategies for surviving and achieving (small) victories in contract negotiations with massively larger companies.

2:45 – 3:15 p.m. Preparing for Exit

Brian B. DeFoe, Lane Powell PC, and Tom Newell, Greene Holcomb Fisher

The decisions you've made as an owner will affect your options as you look to exit the business and reap the rewards of your efforts. Join us as we discuss the pros and cons of common exit events, ways of addressing frequent acquirer concerns, and what you can do at startup to maximize your likelihood of achieving a successful transition for your established business.

3:15 – 4 p.m. Investors Panel

Moderator: Frank Paganelli, Lane Powell PC

Panelists: Edith Dorsen, Women's Venture Capital Fund; Mukund Mohan, Microsoft Ventures; and Kevin Ober, Divergent Ventures

Startups and Emerging Companies Partner Frank Paganelli will moderate a probing discussion with three of the Pacific Northwest's most experienced venture capitalists.

4 p.m. Happy Hour at Motif's Frolik Kitchen + Cocktails

We will be hosting a networking event following the seminar with complimentary beverages and hor d'oeuvres, which will provide attendees an opportunity to socialize and gain additional access to the seminar's presenters and investors.

Stay Current on Important Legal Changes That Can Affect Your Business

Lane Powell regularly provides seminars and Legal Updates on an array of topics that are designed to help you stay current on important legal changes that can affect your business. If you are interested in signing up for our Legal Updates, please visit our subscription page at www.lanepowell.com/subscribe/. If you are interested in reading our blogs, please visit www.lanepowell.com/blogs/.