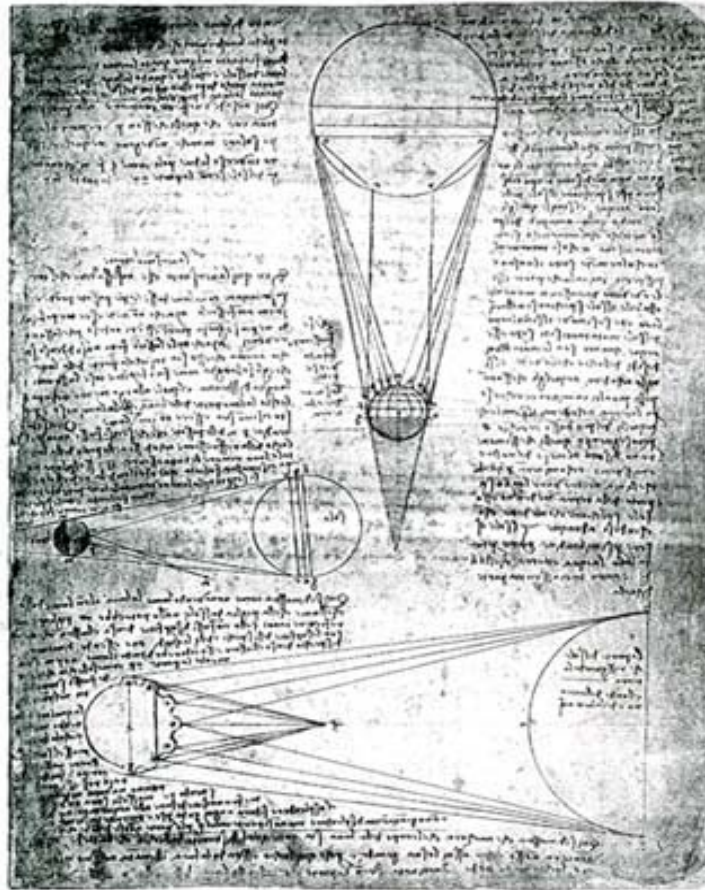


# DAVID ADLER & ASSOCIATES



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WHO WE ARE

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WHAT WE DO

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HOW WE DIFFER

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## DAVID ADLER & ASSOCIATES

### WHO WE ARE

David Adler & Associates is a boutique law firm that counsels executives on strategic, tactical and operational legal decisions.

Our mission is to help our clients maximize their commercial potential while minimizing legal risks.

Please take a moment to explore our areas of expertise and discover how we differ in the way we serve our clients.

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## WHAT WE DELIVER

- Cohesive Practice      Our firm provides a cohesive law practice able to advise and counsel businesses across many interdisciplinary matters.

- Continuity of Representation      Even successful businesses experience a lack of continuity in their legal representation, consequently impairing the company's strategic vision. While executives may turn to one lawyer for general business and contract needs, they must often turn to a second and even a third for intellectual property and technology-related matters. Another potential for discontinuity exists in that some lawyers are transactional lawyers while some are litigators.

- Importance of Understanding Technology      Technology and Intellectual Property are growing more important in virtually all industries, thereby creating a need for business lawyers who can provide seamless advice in corporate legal matters, IP and Technology.

We counsel and advise in three key areas:

- Business & Contract Law
- Intellectual Property Law
- Technology & the Law of High Technology Innovation

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## OUR APPROACH

- Strong Core Competencies  
Organized to provide cost-effective expertise and timely professional service, the Firm brings a strong core competency in corporate law, intellectual property law and corporate transactions supported by over 8 years of Technology consulting expertise.
- Strategically Aligned Outside Counsel  
We leverage this against a select group of strategically aligned outside counsel in Real Estate, Benefits & Estate Planning, Employment Law and Taxation to create a multi-faceted strategic corporate legal practice.
- ACTIVE™ Approach to Counseling  
Our flexible and interconnected alliances make us an ACTIVE™ partner in fulfilling our clients' goals. These six principles guide our approach to counseling clients:
  - Awareness
  - Confidence
  - Trust
  - Insight
  - Vision
  - Execution

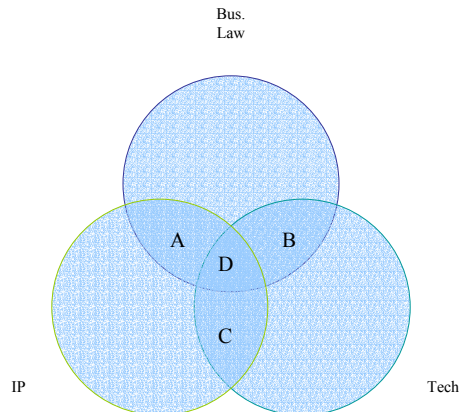
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## OUR VIEW

It is difficult for companies to align strategy, legal requirements and operational effectiveness. Faced with conflicting and overlapping demands from sales and marketing and customer, vendor and employee relationships as well as internal policies and procedures, business stagnates while managers pursue issues within individual departments rather than across the enterprise. Business and Contract Law, Intellectual Property law and various forms of Technology interact in a constant yet varying degree. Strategic alignment of legal necessities with business realities should not be thought of as an inert state. Rather, it should be approached as a continuum of balancing factors to allow for change over time.

Business and Contract Law, Intellectual Property Law and Technology relate to each other in many ways:

### Key Intersections



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- (A) Rapid adoption of new technologies has disrupted companies by challenging conventional corporate legal requirements. The rise of digital business continues to feed the frequency and scope of Intellectual Property concerns. Businesses heavy in intangible assets, therefore, require strong corporate legal guidance to support effective information flow and decision-making. Therefore, Business & Contract Law and IP Law requirements become interdependent and affect business strategy and tactical allocation and protection of resources.

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## Our View

- (B) Business & Contract Law and Technology also intersect in many ways impacting both strategy and operational effectiveness. Technology often underlies and enables customer, vendor and employee relationships and communications. While Technology can become a means of competitive advantage to one business, it may be a survive-or-die necessity of doing business for others.

In addition, managers of all stripes, whether they work for technology-oriented companies or not, face a raft of new or recent changes in the law affecting contracts, privacy and communications.

- (C) Similar dynamics exist between Technology and Intellectual Property Law. Identification, dissemination and commercialization of the intangible assets that comprise technology-related goods and services are the mainstay of Intellectual Property Law. However, Technology has gradually been altering the perception and consequently the classification, treatment and exploitation of intangible assets. As a result, Technology and IP Law must be considered in unison.
- (D) The center of these intersections is where superior value is created. A company that is able to align its corporate legal needs, Intellectual Property needs and Technology needs, is in a position to capitalize on strategic, tactical and operational resources.

The best companies capitalize on the value of these intersections, while others lose value by pursuing issues separately, constraining overall vision, operating efficiency and legal effectiveness.

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## Our Practice

### WHAT WE DO

At David Adler & Associates, we focus on issues at the center of the intersection of Business & Contract Law, Intellectual Property Law and High Technology Innovation. By focusing on strategic, tactical and operational issues, we help companies align legal and business strategies across interdisciplinary matters.

The core value of our firm is supported by three fundamental principles:

- Businesses are becoming increasingly dependant on their ability to innovate and maximize their use of Technology.
- Innovation turns on a company's ability to identify, protect, and capitalize on their Intellectual Property and the intelligent use of Technology.
- Understanding the interconnection between corporate legal needs, Intellectual Property and Technology enables a flexible structure for strategic, tactical and operational decision-making.

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## Business & Contract Law

At one end of the spectrum, we advise clients about the most appropriate legal structure for their business and the pros and cons of various methods of financing. However, in addition to formation and financing, we are also familiar with preparation of executive summaries, focused and effective business plans, negotiation of term sheets and managing relationships with financial partners.

At the other end of the spectrum, we provide advice on general business concerns, as well as taking part in long-range planning. We are active in issues such as joint ventures, mergers and acquisitions, as well as commercial, employment and product liability litigation. Other duties include reviewing corporate documents and policies, managing corporate legal departments, and supervising the use of outside counsel.

We strive to stay aware of the changing scale and needs of our clients' businesses. We can recommend changes to the legal structure which are timely and appropriate. We can assist businesses in several key areas:

- Transactional risk assessment
- Ongoing counseling related to changing liabilities and risks of the business
- The impact of certain structures and transactions on Tax treatment
- The management of direct venture capital investments
- Management and labor relations issues
- Negotiation and drafting of employment, stock option and incentive plans
- Assessment and management of litigation matters
- Assessment and management of regulatory compliance matters

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## Intellectual Property Law

Intellectual Property is increasingly becoming the most important asset for the majority of business enterprises. Protecting Intellectual Property is therefore an increasingly important function of modern business. Intellectual Property, invaluable as a business tool, comes in many forms. For example:

- Technology, either developed in-house or purchased from others
- Trademarks, trade names and related marketing tools that become well known through many years of investment
- Artistic and literary creations including product designs
- Customer lists and confidential contacts
- Confidential administrative information related to employees, policies and procedures
- Information belonging to customers and other contracting parties

Intellectual Property keeps its value only if it is possessed, used and distributed in the ways intended and controlled by management. There are many ways to ensure such use. Yet, they all are largely dependent on management and employee awareness of the existence, nature, intended use and ways to protect each type of Intellectual Property.

The firm handles various matters related to the different types of Intellectual Property: copyright, patent, trademark, trade secret and fiduciary law.

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## Technology

The growing reliance on technology in almost every facet of business creates the opportunity for competitive advantage to those companies who recognize and exploit this need.

Technology, more than any other category or grouping of commercial enterprise, is built upon the power of, and the profit inherent in, ideas. Whether focused on biomedicine, information technology, semiconductors, software, telecommunications or scores of other niches, the genesis of technology and its future rises and falls with intangible assets like: know-how, systems, algorithms and source code. Fundamentally, it is ideas that companies create, develop, exploit, market and sell. This distinction - the commercial exploitation of intangible assets - makes the business and legal issues companies face different, perhaps even unique, when it comes to Technology.

One of the principal purposes of the firm is to help provide guidance, direction and tangible resources for those individuals and groups who advise or work with Technology in any of a variety of areas. We cover a broad range of issues including, among others:

- nondisclosure agreements
- confidentiality agreements
- invention disclosures
- term sheets
- letters of intent
- strategic partnerships
- joint ventures
- intellectual property
- regulatory affairs
- financing
- crafting policies and procedures to cultivate, identify and protect intellectual capital

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## How We Differ

- Focus *Focus with perspective.* Although we are a highly-specialized law firm, we counsel on a broad range of interconnected issues through strategically-aligned outside law firms.
- Service *Service without agendas.* Executives face an often confusing and changing set of legal challenges from within and without. By focusing on facts instead of preconceived outcomes, we can offer client solutions that solve today's problems while addressing future needs. While larger firms seek growth through protracted transactions and litigation - funded at the client's expense - we focus on assisting our clients to identify the synergies created by Corporate & Business Law Intellectual Property Law and Technology. These synergies create new opportunities and new challenges. Our desire is to grow and meet new these new opportunities and challenges with our clients.
- Achievement

*Achievement through vision.* Achievement derives from the ability to understand, the expertise to plan and the drive to execute. By taking a holistic approach to business operation and innovation we help clients identify new opportunities across the enterprise and then take the necessary legal steps to successfully protect and exploit those opportunities.

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## Where We Have Been

### ThoughtPort Authority of Chicago, Inc.

- Closed acquisition of Speedsite.com
- Closed acquisition of IWC DSL customers
- Closed management buy-out of founding shareholder

### Meathead, Inc.

- Closed \$2.2 Million Series A financing

### The Guinness Group, Inc.

- Negotiated custom software development and maintenance services for Exodus Communications web hosting business

### Motorola Employees Credit Union

- Negotiated web-based bill presentment, payment and customer account info with CheckFree Corp.

### Surespeak, Inc.

- Negotiated custom software development agreement
- Closed \$500,000 Convertible Debenture with Warrants

### Unisource Technology, Inc.

- Spearheaded IP audit of over 250 brands represented by this Canadian defense contractor

### Marketplaces, LLC

- Negotiated telecommunications reseller agreement with Quest Communications, Yipes! Communications and Focal Communications

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## Contact Us!

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