

Startup Client Questionnaire



SAUL EWING

LLP

1. Contact Information:

a. Business Address:

(street address necessary)

b. Contact Person: _____

c. Email address: _____

d. Telephone number: _____

2. Name:

a. Proposed name of entity _____

b. Has name been reserved? _____

If yes, when will reservation expire? _____

c. Name must also be available for use in the following states:

3. Description of the Business:

Brief description of proposed business activities:

4. Formation of Business:

a. In which state do you wish to form your entity/incorporate

_____ (in most cases, Delaware will be preferred).

b. Name and address of registered agent in such state (in Delaware default will be ATA Corporate Services, LLC, a Saul Ewing affiliate, unless another resident agent is designated):

5. Qualification Requirements:

a. In which states will the corporation do business or own property?

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6. Directors/Managers:

a. Number: fixed at _____

OR

flexible number of directors/managers:

i. minimum of _____

ii. maximum of _____

iii. initially fixed at _____

b. Initial directors/managers (the first director listed will be designated the Chairman of the Board):

| Name | Street Address (business or residence) | Email Address |
|------|---|---------------|
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7. Officers: ¹²

| Designated Officers | Name | Street Address (business or residence) | Email Address |
|---------------------|------|---|---------------|
| CEO | | | |
| President | | | |
| Treasurer | | | |
| Secretary | | | |
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1. The same person can hold more than one office.
 2. If entity to be formed is a corporation, please identify President, Treasurer and Secretary.

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8. Capitalization:

- a. Will the entity have an equity incentive plan? _____
- b. If yes, what percentage of the equity should be reserved for the equity incentive plan? _____
- c. Proposed initial equity distribution and consideration:

| Name and Address | Percentage of Equity on a Fully Diluted Basis | Amount and Form of Consideration | Vesting |
|------------------|---|----------------------------------|---------|
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Describe Any Special Vesting Provisions:

- d. Will any of the funding be provided indirectly or directly by non-U.S. investors? _____
- If yes, what percentage voting interest in the corporation will the non-U.S. investor(s) acquire? _____³

9. Additional Information:

- a. Fiscal year of entity ends (generally suggest 12/31): _____
- b. Accountants (name, address and telephone): _____

- c. Bank (name and address): _____

3. If the percentage ownership of the non-U.S. investors is calculated as 10% or greater and the company has value over a certain threshold defined by the Bureau of Economic Analysis, the corporation will be required to make a filing (i.e., Form BE-605 or filing with the U.S. Department of Commerce to report the acquisition). The corporation can take advantage of an exemption if the threshold is not met, but it must make a filing in order to do so. See: <http://www.bea.gov/surveys/fdiusurv.htm>

10. Intellectual Property:

a. General

- i. List the name and current employer, if any, of each person who has been consulted on, advised or participated in the development of the business or intellectual property related to the business:

| Name and Address | Current Employer | Contribution (e.g. inventor, consultant, etc.) |
|------------------|------------------|---|
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- ii. Do you have copies of the employment agreements, IP Policies, or the like for each individual's current employer. _____ . If yes, please submit with this form.