

Southeastern Emerging Companies Boot Camp Series

E.K LOZANO & COMPANY, L.L.C.
Certified Public Accountants and Consultants

SouthCoast
ANGEL FUND

Goldman Sachs
10,000
small
businesses

THE IDEAVILLAGE
FOR ENTREPRENEURS & THOSE WHO BELIEVE IN THEM

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Southeastern Emerging Companies Boot Camp Series

New Orleans Entrepreneur Week

New Orleans, Louisiana

Friday, March 28, 2014

- 8:30–9:00 a.m.** Breakfast and Registration
- 9:00–9:15 a.m.** Welcome and Opening Remarks
David Rieveschl, *Baker Donelson*
- 9:15–9:45 a.m.** Corporate Formation Basics
Quin Breland, *Baker Donelson*
- 9:45–10:45 a.m.** Intellectual Property Essentials: Trademarks, Copyrights and Patents
Ben Janke, *Baker Donelson*
Warner Delaune, *Baker Donelson*
- 10:45–11:00 a.m.** Break and Networking
- 11:00–11:30 a.m.** Global Business Basics
Klint Alexander, *Baker Donelson*
- 11:30–12:00 p.m.** Accounting and Back Office Basics
Todd Giustiniano, *E.K. Lozano & Co., LLC*
- 12:00–1:00 p.m.** Lunch and Networking
- 1:00–1:30 p.m.** Tax Incentives for Start-Ups
Rob Wollfarth, *Baker Donelson*
- 1:30–2:00 p.m.** Real Estate Basics for Emerging Companies
Chip Leyens, *Baker Donelson*
- 2:00–2:15 p.m.** Break and Networking
- 2:15–3:15 p.m.** Venture Capital Term Sheet Negotiation Panel
David Rieveschl, *Baker Donelson*
Chris Sloan, *Baker Donelson*
Clayton White, *South Coast Angel Fund*
David Cusimano, *Goldman Sachs 10,000 Small Businesses*
- 3:15 p.m.** Open Questions
All Presenters
- 5:00 p.m.** The Big Idea on Fulton Street

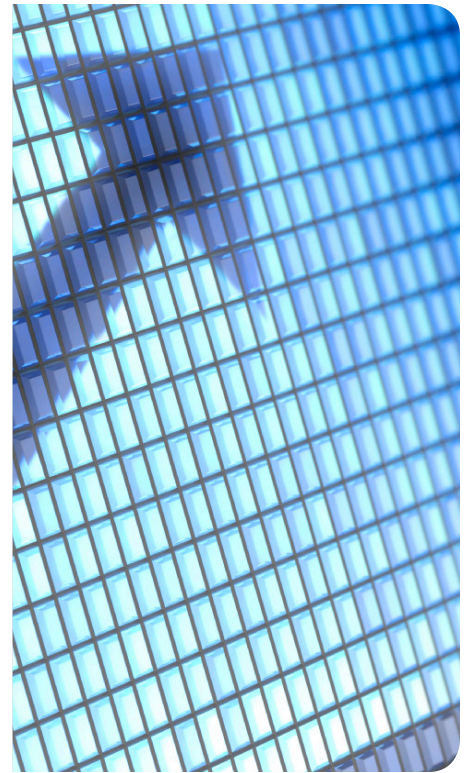
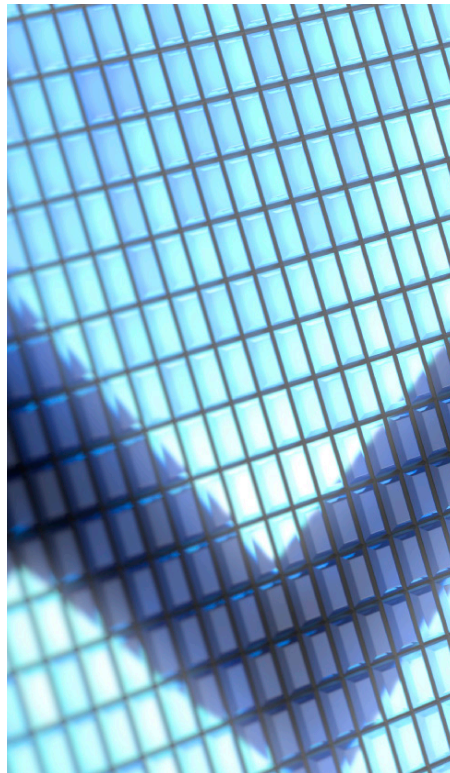


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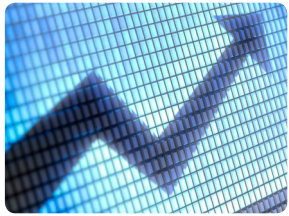
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Scan here for
program materials
or visit:
<http://noewbootcamp.southeasternstartups.com/>



Emerging Companies Practice



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From idea to IPO, the Baker Donelson Emerging Companies attorneys are here to support your business.

Baker Donelson's Emerging Companies team is a multidisciplinary group of lawyers focused on representing the unique interests of start-up and early-stage businesses in the technology industry and other high-growth arenas. Our attorneys are proactive in understanding our clients' businesses and the communities necessary to support them. This helps us provide practical, timely legal advice to meet our clients' needs.

Baker Donelson lawyers partner with emerging companies through all stages of their development, providing innovative solutions for the legal and business challenges they face. Examples of the services we provide include:

- **Formation**
- **VC and angel financing**
- **Customer contracts**
- **Software license agreements**
- **Hosting agreements and hosting vendor due diligence**
- **Intellectual property protection (IP assignments, patents, trademarks, NDAs)**
- **Employment**
- **Equity compensation plans**
- **Privacy and information security (including HIPAA compliance)**
- **Acquisitions and exit transactions**

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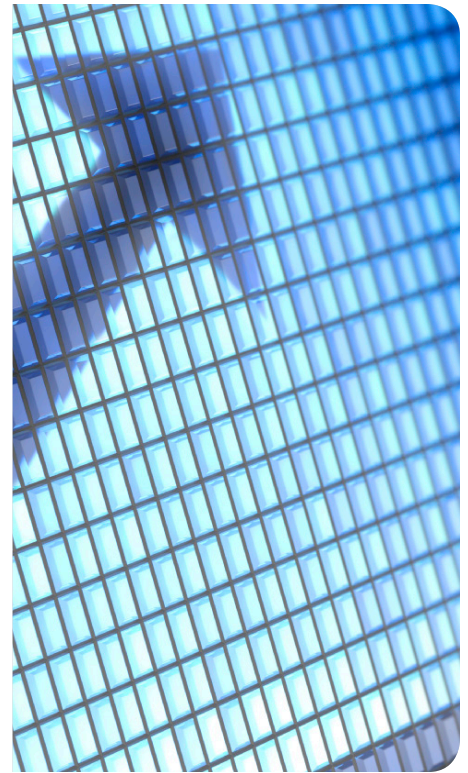
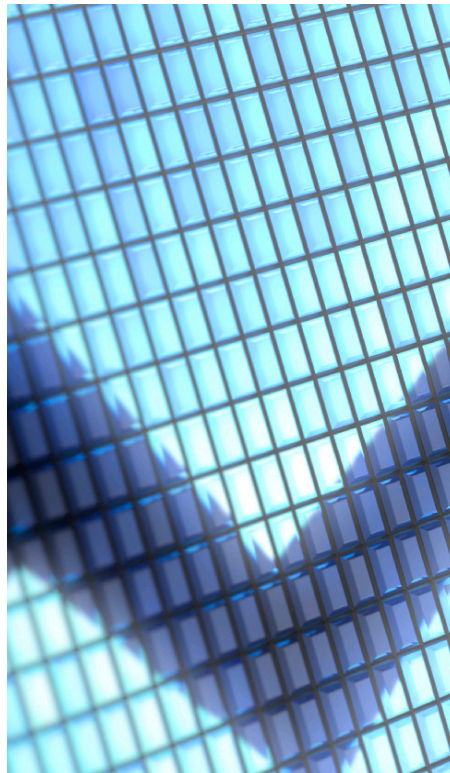
entrepreneur minute



**Winner of
Entrepreneur Partner of the Year,
2012**

For continued updates and more information, visit:
www.southeasternstartups.com

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Emerging Companies Institute

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Baker Donelson is pleased to offer the Baker Donelson Emerging Company Institute – a one year education and legal services program designed to provide a solid legal foundation (structure, contacts and approach) and to empower entrepreneurs to more effectively manage legal issues throughout the life cycle of their company.

Online Services

- Password-protected extranet site for storing contracts and other documents
- Access to Baker ECINet with forms, checklists, memos, videos and other information
- Electronic corporate minute book

Legal Services and Documentation

(Note: These are for a Delaware C-corporation but a Delaware board-managed LLC is an alternative for the same fees.)

- Initial one-hour consultation
- Entity formation*:
 - Certificate of Incorporation
 - Bylaws
 - Organizing resolutions
 - Subscription agreement
 - Stock certificates
- Stockholder agreement*
- Form employee/contractor intellectual property and confidentiality agreement
- Form employee offer letter
- Form consulting agreement
- Initial intellectual property assignments
- Form board and stockholder resolutions
- \$2,500 credit for general advice time
- Regular fifteen-minute monthly “team huddle” calls to discuss ongoing projects
- Form customer letter of interest

* If an appropriate entity already exists, the “entity formation” services would not be included and the fixed fee price would decrease by \$750. If a stockholder agreement exists and does not need modification, the fixed fee would decrease by an additional \$750.

Additional Legal Services Available

Outside the scope of standard services; all are available on a fixed fee basis

- Equity incentive plan
- Lease review
- Intellectual Property protection
- Form customer contract

Contact Us

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EXPORT COMPLIANCE TOOLS

COMPLIANCE MADE SIMPLE



What is export compliance training?

The export training provided by Export Compliance Tools will educate your employees at all levels, from the CEO to the custodian, on the importance of export compliance and what the company is required to do to effectively comply with export laws and regulations on a daily basis. The training also comes with documents you can print and use in your business.

Who is it for?

Our training is for all companies and individuals that export products or services from the United States, manufacture exported products, or re-export U.S. products outside of the United States, and who want to learn what is necessary to comply with U.S. export laws and regulations.

What does this mean for you?

Export compliance training will help your company meet your annual and new employee training requirements. It also will ensure that your personnel actually understand the legal requirements which must be met to allow your company to export, and will provide documentation that your employees have received training and passed the compliance quizzes.

We have the solution.

This training is an interactive online learning program that explains, in clear, straightforward language, how to classify your product and determine if you need a license to export. It includes the 2013 changes to the export regulations and includes a glossary of terms (again explained simply), acronyms, a summary of the material provided online, and a chart that explains the process to classify, license and screen your products. It also covers best practices for compliance, anti-boycott requirements and the Foreign Corrupt Practices Act.

Export compliance training will explain:

Why we have export laws, what governmental agencies regulate and enforce the laws, and how the export laws apply to you. The training will help prevent violations and is considered by the government as a key "mitigating" factor should violations occur.





EXPORT COMPLIANCE

COMPLIANCE MADE SIMPLE

TOOLS

About the course

Introduction to Export Compliance Training

Relevant: This training includes everything you need to understand basic export requirements. We offer easy explanations of all the relevant laws and regulations enforced by the Departments of State and Commerce and the Treasury Office of Foreign Assets Control (OFAC) with examples of real-life situations companies encounter in their day-to-day business.

Practical: This training was created to make sense of a complicated process. The training provides a simple way to incorporate all of the screening requirements for exporting along with the classification and licensing requirements in a one-page flow chart for you to follow. The training also offers an easy-to-follow printable Resource Guide for every employee. The Resource Guide contains take-aways to use for reference, including important acronyms, simple summaries of key concepts, helpful links, a glossary and a chart which organizes the entire export process. It is the only single-page chart incorporating all the export requirements (prohibitions) in simple, easy-to-understand language, including the Treasury OFAC requirements.

Effective: This training is web-based and interactive, allowing the user to take notes with an outline and take-aways for each section. The printable materials and internal quizzes ensure that your employees learn the information and can remember it. A certificate of completion is provided to meet your company's record keeping requirements.

Try it today!

www.exportcompliancetools.com

The benefits of e-learning

Having access to the internet means you have access to this training. The course is thorough, engaging and simple to use.

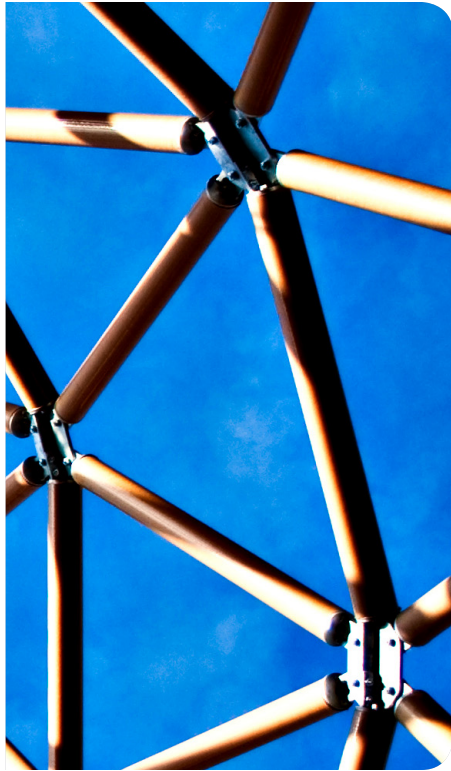
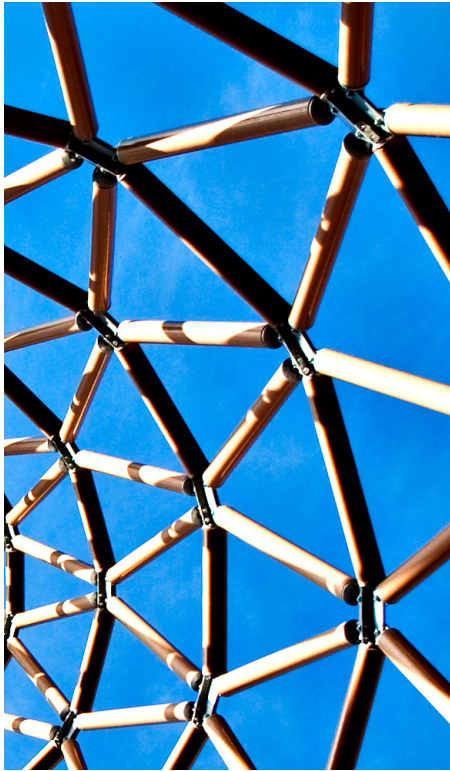
E-learning is:

- **Flexible and Convenient:** each individual completes this training at his/her own pace.
- **Efficient and inexpensive:** this training allows your company to train large numbers of people simultaneously or over a given period of time, no matter where they are located. No missed training sessions, no travel expenses.
- **Monitored:** through the Digital Chalk System you can track and manage an individual's progress and make sure they understand the training.

Next steps

For further details about Export Compliance Tools and customization options or to receive a demonstration webinar, please contact: contactus@exportcompliancetools.com.

The screenshot shows a web-based course interface. At the top, there's a navigation bar with 'MitigatedRisks.com' and user options like 'Account', 'Help', and 'Sign out'. Below this, the course title 'Introduction to Export Compliance' is displayed. A 'NEXT: Resource Guide' button is prominent. A list of course elements is shown, including 'Resource Guide (371 KB)', 'Flow Chart (see All)', 'Introduction to Export Compliance', 'Export Law Basics', 'What is an Export', 'The Four Ways to Export', 'Classification', 'ITAR License Determination', 'EAR License Determination', 'FCPA & Anti-Boycott Laws', 'Screening', and 'Export Compliance Tools Certificate of Completion'. The interface is clean and professional, with a blue and white color scheme.



Firm Profile



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FIRM PROFILES

As the 66th largest law firm in the U.S., Baker Donelson gives clients access to a team of more than 650 attorneys and public policy advisors representing more than 30 practice areas, all seamlessly connected across 19 offices to serve virtually any legal need.

Who We Are

Since our beginnings in 1888, Baker Donelson has built a reputation for achieving results for our clients on a wide range of legal matters. While providing legal services is our focus, it is how we deliver them that sets us apart. Our goal is to provide clients with more than what they have come to expect from a law firm.

Baker Donelson commits to a deep understanding of a client's business, to enable us to anticipate clients' needs and assist in their decision making processes. Because we offer consistent, knowledgeable guidance based on their specific goals and objectives, clients view us as a valued business partner. This allows them to focus on the growth and success of their business, confident their legal issues will be handled by an attentive, responsive team.

Our unique approach to providing legal services is enabled by our extensive support structure. As the 66th largest law firm in the U.S., Baker Donelson gives clients access to a team of more than 650 attorneys and public policy advisors representing more than 30 practice areas, all seamlessly connected across 19 offices to serve virtually any legal need. Clients receive informed guidance from experienced, multi-disciplined industry and client service teams. Our diversity and women's initiatives ensure diversity in our people, perspectives and

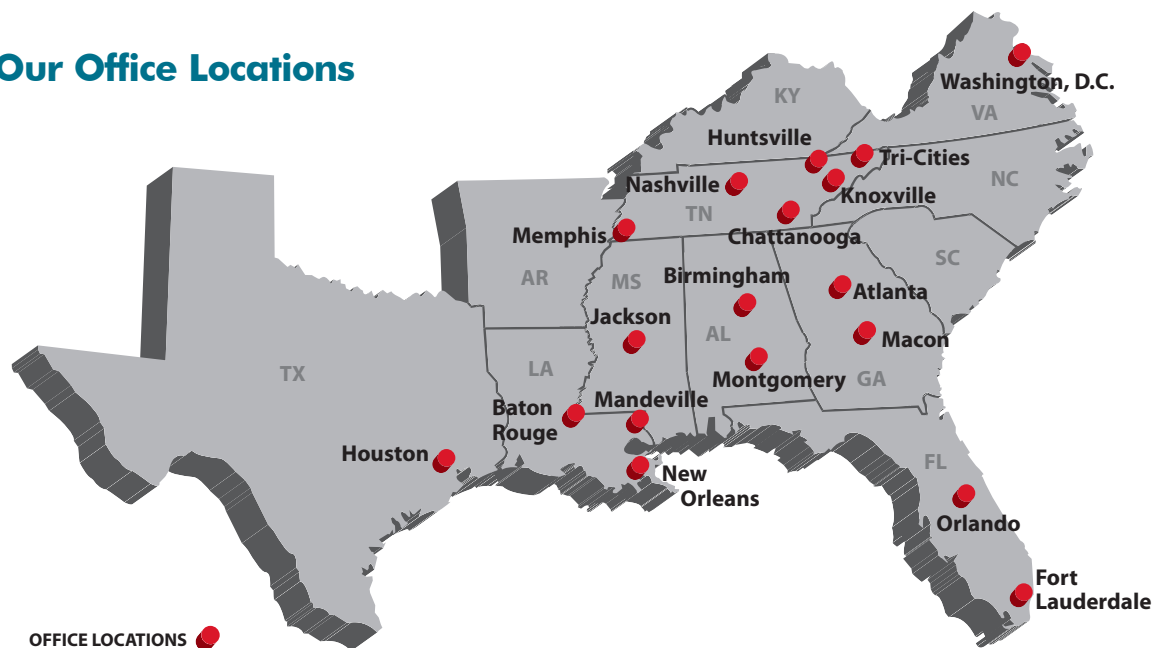
experiences. Technology helps us operate more effectively and efficiently by providing instant access to client-specific information and other key resources.

What Sets Baker Donelson Apart

- Our Health Care practice is nationally recognized: *Modern Healthcare* named us the 11th largest health law practice in the U.S. (2013); *Chambers USA: America's Leading Business Lawyers* (2013) ranks us as one of the nation's leading health law practices; and American Health Lawyers Association (AHLA) named us as one of the top ten health practices in the nation.
- We have been ranked by FORTUNE magazine as one of the "100 Best Companies to Work For" since 2010.
- We created BakerManage™, an industry-leading proactive project management system that ensures complicated legal matters are managed efficiently and completed on time and within budget.
- We created BakerCorp Connect and BakerLit Connect, collaborative, web-based tools that allow our clients to manage corporate and litigation matters more efficiently through real-time information. These and other related online services deliver cutting-edge legal support to our clients, reducing costs and improving results through innovative knowledge management.
- We established the Howard Baker Forum in Washington, D.C. to provide a platform for examining specific, immediate, critical issues affecting the nation's progress at home and its relations abroad. Under Senator Baker's leadership, the Forum organizes a variety of programs and research projects to examine and illuminate public policy challenges facing the nation today.
- Our commitment to pro bono matters is routinely recognized on an individual city and lawyer basis. Recent nods have come from the Birmingham Bar Association Volunteer Lawyers Program, Louisiana State Bar, State Bar of Georgia, Mississippi Volunteer Lawyers Program, Mississippi State Bar, Legal Aid of East Tennessee and the Tennessee Bar Association.

- Our Baker Donelson Nonprofit Institute allows attorneys to provide board training, charter and bylaw review and advice, director liability analysis and more on a pro bono basis to nonprofit organizations.
- We have been consistently ranked by *Multicultural Law* magazine in the “Top 100 U.S. Law Firms For Diversity” since 2005, in the “Top 100 Law Firms For Women” since 2008, and in the “Top 25 Law Firms For African-Americans” since 2011.
- We established the Baker Donelson Diversity Scholarship Program for law students. Through it, recipients of the three annual scholarships are awarded a salaried second-year law student Summer Associate position, and \$10,000 is paid during the students’ third year of law school to help defray the cost of tuition and related expenses.
- Since 2006, we’ve been listed as a “Go-To Law Firm” in the Directory of In-House Law Departments of the Top 500 Companies, produced by *Corporate Counsel* and *American Lawyer* Media.
- *National Law Journal*’s 2013 list names us as the country’s 66th largest law firm.
- *Chambers USA: America’s Leading Business Lawyers* 2014 list ranked 80 of our attorneys across 23 practice areas, with 25 of those practice areas noted as leading practices in individual states.
- *Best Lawyers In America*® 2014 named 238 of our attorneys to its list. Based upon total number of attorneys listed, we are top-listed in the nation in nine practice areas: Business Organizations (including LLCs and Partnerships), Closely Held Companies and Family Businesses Law, Commercial Finance Law, Commercial Transactions/ UCC Law, Litigation – Construction, Mass Tort Litigation/ Class Actions – Defendants, Medical Malpractice Law – Defendants, Non-Profit/Charities Law, Transportation Law.
- We were awarded 175 different Tier 1 metropolitan rankings in the 2014 *U.S. News – Best Lawyers* “Best Law Firms” list, which ranks us among the top 20 firms nationally with the most first-tier metropolitan rankings.

Our Office Locations



States of Licensure

Alabama	Indiana	Missouri	Rhode Island
Arkansas	Kansas	Montana	South Carolina
California	Kentucky	Nebraska	Tennessee
Colorado	Louisiana	New Jersey	Texas
Connecticut	Maryland	New Mexico	Utah
Delaware	Massachusetts	New York	Virginia
District of Columbia	Michigan	North Carolina	Washington
Florida	Minnesota	Ohio	West Virginia
Georgia	Mississippi	Pennsylvania	Wisconsin
Illinois			

Index of Practices & Industries

Admiralty & Maritime	Federal Government Affairs – Health Care	Trademark and Unfair Competition Litigation	Mississippi State Public Policy
ADR – Center for Dispute Resolution	Infrastructure and Surface Transportation	Labor & Employment	Public Policy Advocacy
Antitrust	National Security and Defense	EEO	Tennessee State Public Policy
Bankruptcy and Commercial Restructuring	Health Law	Employee Benefits and ERISA Litigation	Real Estate
Broker-Dealer/Registered Investment Adviser	Ambulatory Surgery Centers	Health Care Labor & Employment	Acquisitions, Sales and Development of Long Term Care Facilities
Business Technology	Audits	Labor & Employment Immigration	Commercial Real Estate Recovery Team
Corporate/IT Procurement	Clinical Integration and Accountable Care Organizations	Labor & Employment Litigation	Condominium Practice
Health Information Technology	Clinical Laboratories	Labor Law	Economic Development
Health Information Technology – Law and Policy	Compliance Counseling	Multi-Plaintiff Cases	Financing Long Term Care Facilities
Information Privacy and Security Management	Diagnostic Imaging Centers	OFCCP/Affirmative Action Plans	HUD-Insured Financing Transactions for Nursing Homes and Senior Housing Facilities
Outsourcing and Offshoring	Dialysis Centers	OSHA	Interstate Land Sales Full Disclosure Act
Commercial Real Estate Recovery Team	Drug, Device & Life Sciences	Policies and Training	Office Developments
Construction	EMTALA	Reductions in Force	Real Estate Investment Trust (REIT)
Corporate Compliance, Ethics and Crisis Management	Exempt Organizations – Health Care	Restrictive Covenants	Retail and Mixed Use
Disaster Recovery and Government Services	Federal Government Affairs – Health Care	Wage and Hour	Telecommunications
Economic Development	Fraud and Abuse	Workers’ Compensation	Residential Mortgage Lending and Servicing
Emerging Companies	Government Investigations	Legal Project Management	Securities and Corporate Governance
Eminent Domain	Health Care Antitrust	Litigation	Corporate Finance
Employee Benefits and Executive Compensation	Health Care Franchising	Antitrust	Private Companies
Environmental	Health Care Labor & Employment	Appellate Practice	Public Companies
Estate Planning and Probate	Health Care Litigation	Bankruptcy and Commercial Restructuring	Venture Capital
Exempt Organizations and Nonprofits	Health Care Litigation	Class Action	Sports Law
Financial Institutions	Health Information Technology	Commercial/Business Litigation	Taxation – Federal Income, Employment and Other
Asset Based Lending	Health Information Technology – Law and Policy	Construction	Employee Benefits and Executive Compensation
Bankruptcy and Commercial Restructuring	Health Reform	Directors and Officers Litigation	Estate Planning and Probate
CMBS Special Servicers	Health Systems/Hospital Transactions	eDiscovery	Exempt Organizations and Nonprofits
Consumer Financial Protection Bureau (CFPB)	HIPAA	Eminent Domain	Taxation – State and Local
Equipment Leasing and Finance	Hospital/Physicians Joint Ventures	Environmental	Taxation – State and Local
Financial Industry Corporate Services	Long Term Care	Financial Institution Litigation	Telecommunications
Financial Institution Litigation	Managed Care	Health Care Litigation	Land Use, Zoning and Obtaining Permits
Residential Mortgage Lending and Servicing	Medical Research/Clinical Trials	Intellectual Property and Technology Litigation	Telecommunications – Litigation
Gaming	Payor Disputes	Labor & Employment Litigation	Telecommunications – Real Estate
Global Business	Peer Review & Credentialing	Premises Liability	Transportation
Construction (Global Business)	Physician Organizations	Product Liability and Mass Tort	Admiralty & Maritime
Corporate Formations, Acquisitions and Other Business Transactions	Public Hospitals and Health Systems	Professional Liability	Automotive Industry
Economic Development – Inbound/Real Estate	Reimbursement	Securities Litigation	Motor Carrier
Government Contracts (Global Business)	Specialty Pharmacies and Pharmaceuticals	Taxation – State and Local	Oil & Gas
Immigration (Global Business)	Urgent Care	Transportation Litigation	Railroad
Intellectual Property (Global Business)	Hospitality, Franchising and Distribution	National Security and Defense	White Collar Crime and Government Investigations
International Arbitration and Dispute Resolution	Immigration	Mergers and Acquisitions	
Tax	Insurance Regulatory	Oil & Gas	
Trade and Compliance	Intellectual Property	Pro Bono	
Government Contracts	Intellectual Property and Technology Litigation	Product Liability and Mass Tort	
Government Relations & Public Policy	Intellectual Property and Technology Litigation	Public Finance	
Appropriations	Copyright Litigation	Public Policy – State	
Environment and Energy	Patent Litigation	Georgia State Public Policy	
	Post Grant Review and Interference Proceedings	Louisiana State Public Policy	
	Trade Secret Litigation		

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