

FORMS

Catalog

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The forms offered through MyTechnologyLawyer.com have been derived from thousands of technology transactions executed for hundreds of technology firms by Draughon Professional Association, a technology law practice. The 170+ forms are logically grouped into nine main libraries. Within the main libraries, forms are further grouped into sublibraries. Forms may be purchased individually. Complete libraries of forms may also be subscribed to, at considerable savings over individual forms purchase. Annual subscriptions to the entire forms library are also available in three different versions.

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Hardware	36.95	(14 Forms)	
E-Commerce	69.95	(20 Forms)	
Intellectual Property.....	36.95	(17 Forms)	
Technology Services	69.95	(21 Forms)	
Employment.....	36.95	(12 Forms)	
Technology Marketing	69.95	(15 Forms)	
General Business	26.95	(20 Forms)	

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CORPORATION LIBRARY

The Corporate form of ownership is a standard recommendation by most lawyers advising entrepreneurs interested in a technology startup. The corporate form of ownership provides an opportunity to limit personal liability, allocate ownership through equity distribution and, possibly, take advantage of favorable tax provisions for corporations in the Internal Revenue Code. There are various types of corporations that can be formed. Examples include limited liability corporations, not-for-profits, professional associations and many others. Since corporations are formed and empowered by state law, you have fifty jurisdictions to choose from in establishing your corporation. The Corporation Library provides support materials in the areas of incorporation (standard, for-profit), asset purchases and sales, stock distributions and financing activities involving notes and loans.

Financing Documents SubLibrary SLB01
The Financing Sub-Library provides documents you can use to draft promissory notes and loan agreements.

Standard Promissory Note **FREE**
The Standard Promissory Note provides a simple, one-page format allowing the parties to document loans extended on an informal basis.

Promissory Note (Favors Debtor) **\$19.00**
The Promissory Note favoring the debtor establishes procedural protections against unreasonable enforcement and collection of the Note.

Promissory Note (Favors Lender) **\$19.00**
The Promissory Note favoring the lender is a simple, one-page Note resolving ambiguities and procedural protections in favor of lender.

Revolving Loan/Note **\$29.00**
The Revolving Loan Agreement provides a framework for establishing a revolving line of credit between lender and borrower.

Corporate Resolutions SubLibrary SLB02
The Corporate Resolutions Sub-Library provides sample language you can use in drafting resolutions for adoption by shareholders and directors.

First Board Consent **FREE**
The Unanimous Written Consent in Lieu of First Meeting of the Board of Directors of the Corporation provides an abbreviated format for adopting traditional first resolutions.

First Shareholder Consent **FREE**
The Written Consent of Shareholders in Lieu of First Meeting of the Shareholders of the Corporation contains three simple resolutions.

Annual Board Consent **FREE**
The Unanimous Written Consent in Lieu of Annual Meeting of the Board of Directors provides an abbreviated approach to adopting the standard annual resolutions.

Annual Shareholder Consent **FREE**
The Written Consent in Lieu of Annual Meeting of Shareholders documents four resolutions as the typical standards for annual shareholder action.

Special Resolution **FREE**
The Written Consent in Lieu of Special Meeting of all directors and a majority of shareholders provides a framework for the adoption of special resolutions.

Stock Agreements SubLibrary SLB03
The Stock Agreements Sub-Library provides sample agreements you can use in negotiating stock purchases, establishing restrictions on the resale of shares, granting stock options, establishing proxies and voting agreements and negotiating stock pledge arrangements.

Stock Purchase Agreement (Favors Buyer) **\$29.00**
The Stock Purchase Agreement provides a framework for selling shares of stock to a buyer.

Stock Purchase Agreement (Favors Seller) **\$29.00**
The Stock Purchase Agreement favoring seller structures a framework for conveyance of stock that allocates risk to buyer.

CORPORATION LIBRARY

Stock Buy-Sell Agreement **\$29.00**
The Stock Buy-Sell Agreement imposes four shareholder restrictions on the conveyance of shares of stock.

Stock Proxy **\$29.00**
The standard Stock Proxy authorizes another party (which is management of the corporation) to vote a specified number of shares at a specified meeting of the shareholders to be held on a date certain.

Employee Stock Option Plan **\$29.00**
Employee Stock Option Plan arrangements are structured in a variety of formats.

Stock Voting Agreement **\$29.00**
The Stock Voting Agreement documents an agreement between two shareholders exercising majority voting control to vote each other to the board of directors of the corporation.

Stock Pledge Agreement **\$29.00**
The Stock Pledge Agreement documents the pledge of a fixed number of shares of common stock by a shareholder as security for payment of a promissory note.

Stock Trust Agreement (Favors Trustor) **\$22.00**
Stock trust agreements provide a framework for the placement of shares in trust until certain requirements are fulfilled - typically to secure full payment for such shares when the shares are only partially paid for in cash.

Asset Transfers SubLibrary SLB04
The Asset Transfers Sub-Library provides sample agreements for your use in acquiring or selling technology assets.

Asset Purchase Agreement **\$29.00**
The Asset Purchase Agreement provides a framework for the purchase and sale of corporate assets incidental to the acquisition of a business.

Bill of Sale (Favors Seller) **\$FREE**
The Bill of Sale favoring seller conveys title to certain assets to buyer with minimal risks and responsibilities for seller.

Bill of Sale (Favors Buyer) **\$FREE**
The Bill of Sale serves as the document conveying title to the target assets.

Security Agreement **\$19.00**
The Security Agreement provides a framework for securing the indebtedness of a debtor by granting lender a security interest in certain assets owned by debtor.

Due Diligence Checklist **\$19.00**
The Due Diligence Checklist provides an outline of considerations when evaluating a business for purchase.

Administrative SubLibrary SLB05
The Administrative Sub-Library includes an inventory of articles and by-laws for use in establishing and structuring the corporation.

Articles of Incorporation **FREE**
The standard Articles of Incorporation set forth the minimum requirements for filing a corporation in the state of Florida.

By-Laws (For Profit) **FREE**
The standard by-laws are structured for use by a for-profit corporation formed under Florida Statute §607.

Annual Shareholder Meeting **\$9.00**
The Corporation Act of most states require an annual meeting of Shareholders as may be set forth in the Articles of Incorporation, Bylaws, and State Corporation Act.

Special Shareholder Meeting **\$9.00**
Special Shareholder Meetings can be called by various parties as set forth in the Corporation Act as well as the Bylaws and Articles of Incorporation.

Annual Board of Directors Meeting **\$9.00**
The Corporation Act of most states require an Annual Meeting of the Board of Directors as may be set forth in the Articles of Incorporation, Bylaws and state Corporation Act.

Special Board of Directors Meeting **\$9.00**
Special Board of Director Meetings can be called by various parties as set forth in the applicable State Statute as well as the Bylaws and Articles of Incorporation of the Corporation.

SOFTWARE LIBRARY

Software transactions involve the release of computer program code to another party under certain conditions. Such conditions form the rights and responsibilities of the parties and the essence of the contractual arrangement. Software licenses grant the right to use object code under certain constraints involving the location or purpose of use. Software maintenance involves vendor access to software for maintenance and enhancement purposes. Software development activities include authorship and customization of software for release to an end user. Source code agreements typically involve release of source code to other parties for negotiated purposes. Escrow agreements are three-party arrangements for releasing source code under specific conditions precedent, to particular parties for limited purposes.

Software Licenses SLB06

The Software Licenses Sub-Library provides tools you can use in negotiating licenses for the use of software, including application software and access to Internet materials.

Software License (Favors Licensee)..... \$29.00

The Software License favoring the licensee resolves each negotiation issue in favor of the licensee's position.

Software License (Favors Licenser) \$29.00

The Software License favoring the licensor grants a very restrictive license for use of the software, as narrowly defined.

Shrinkwrap Software License \$19.00

The Shrink-Wrap License is a two-party arrangement which distributes software to end users who demonstrate their agreement with the license terms by using the software.

Multi-Party Software License \$34.00

The Software License for multiple parties grants the buyer ("corporation") the right to add "affiliates" to the agreement, thereby allowing licenses to issue to such "affiliates."

Software License (Standard Terms)..... FREE

The Software License Agreement for standard terms is structured as a one-page summary of a licensing arrangement which incorporates separately stated Terms and Conditions.

Click-To-Accept License \$29.00

The Click-to-Accept License provides a framework for establishing licensing terms between vendor and customer without signatures to a written agreement.

Beta-Testing Software License \$34.00

The Beta Test Agreement provides a comprehensive framework allowing the beta test licensee to participate in testing a software product acknowledged by both parties as not commercially ready.

Multi-Facility Software License \$34.00

The Multi-Facility Software License has licensing terms aggressively favoring the licensee and has been drafted to support the acquisition of a large system by a user with significant negotiating leverage.

Shrinkwrap Software License and Services Agreement..... \$34.00

Shrinkwrap License Agreements under which the Vendor provides services are used for software products typically handled in some online distribution arrangements.

Software Maintenance SubLibrary SLB07

The Software Maintenance Sub-Library provides an inventory of software maintenance agreements based upon various business applications and service profiles.

Software Maintenance (Favors Licensee) \$29.00

The Software Maintenance Agreement favoring the licensee structures a software support framework maximizing the service obligations of vendor and minimizing licensee risks and costs.

Software Maintenance (Favors Vendor) \$29.00

The Software Maintenance Agreement favoring the licensor/vendor documents a full range of general support services targeted at the software licensed by licensee/customer.

Multi-Party Software Maintenance \$34.00

The Multi-Party Software Maintenance Agreement structures an option arrangement allowing the customer corporation to exercise the right to bind separate legal parties as additional customers under the contract.

SOFTWARE LIBRARY

Multi-Services Software Maintenance..... \$34.00

The Software Maintenance Agreement for multiple services provides a general framework for maintenance and support services.

Multi-Facility User Software Maintenance \$34.00

Software Maintenance Agreements structured to support multi-facility users allow the Customer to add separate operational entities which are part of the same corporate legal structure as the Customer to the services arrangement.

Software Development SubLibrary SLB08

The Software Development Sub-Library includes various contract options for negotiating software development agreements.

Software Development and License Agreement (Favors Developer) \$34.00

The Software Development Agreement favoring the developer provides a structured arrangement for developer control of the engagement.

Software Development Agreement (Favors Customer) \$34.00

The Software Development Agreement favoring the customer is structured to advance the development and implementation of an existing product under license to customer.

Software Customization Agreement \$34.00

The Standard Customization Agreement is an abbreviated software development framework for developing and licensing customized changes to an existing software technology.

Software Development and Distribution Agreement..... \$34.00

The Software Development and Distribution Agreement documents a framework for the development of software product in response to customer requirements.

Source Code SubLibrary SLB09

The Source Code Sub-Library presents drafts of source code licenses, as well as a sample source code purchase agreement.

Source Code License (Favors Licensee) \$34.00

The Source Code Agreement favoring the licensee provides a framework for granting the licensee broad rights to use the source code.

Source Code License (Favors Licenser) \$34.00

Source Code licensing arrangements favoring the licensor impose very restrictive terms on the use of source code under the arrangement.

Source Code Purchase Agreement..... \$34.00

The Software Purchase Agreement structures a transaction under which seller conveys to purchaser all intellectual property ownership rights to a certain software in exchange for payment and certain sublicensing rights.

Escrow Agreements SubLibrary SLB09

The Escrow Agreements Sub-Library provides drafts of software escrow and deposit agreements for securing technology assets with a third-party agent.

Software Escrow Agreement (Favors Licenser)..... \$34.00

The Escrow Agreement favoring the licensor provides a framework for depositing multiple copies of source code for multiple beneficiaries under a single document designed to limit the circumstances under which the code is released to such beneficiaries.

Software Escrow Agreement (Favors Beneficiary) \$34.00

The Escrow Agreement favoring the beneficiary ("licensee") structures an arrangement to serve broad licensing rights to the source code for the beneficiary under certain broadly defined contingent events.

Source Code Deposit Agreement \$34.00

The Source Code Deposit Agreement documents a two-party arrangement under which vendor deposits the source code with an agent.

HARDWARE LIBRARY

Hardware Agreements typically provide frameworks for the delivery of computer hardware to a customer. These transactions can take a variety of forms, all of which involve several key issues. The first issue is related to equipment performance. Price and payment are also concerns for both parties. Finally, your document must also address performance and remedies. The Hardware Library provides four separate sub-libraries which address each of these issues in a different transactional context. The Equipment Lease Sub-Library provides forms for leasing computer equipment. The Purchase Agreement Sub-Library provides documents under which computer hardware is sold (i.e. conveyance of title) to an end customer. Maintenance Agreements addressing services issues are available in the third sub-library. The fourth sub-library provides forms for establishing OEM agreements for resale of computer hardware.

Equipment Lease SubLibrary SLB11

The Equipment Lease Sub-Library provides tools for drafting and negotiating computer equipment leases, including standard ordering arrangements, lease-back agreements and third-party financing arrangements.

Standard Equipment Lease \$19.00

The Standard Equipment Lease documents the leasing of a single equipment package, as defined in an attached equipment schedule (not included).

Equipment Lease Back..... \$29.00

The Equipment Lease-Back Agreement structures an arrangement under which lessor purchases equipment selected by lessee as the original buyer under a purchase contract.

Master Equipment Lease \$29.00

The Master Equipment Lease establishes a framework for concluding multiple equipment leases between two parties on parallel terms.

Third Party Equipment Lease \$29.00

The Third-Party Equipment Lease provides a framework for lessee to select equipment and direct the purchase thereof by a lessor who has the right to assign ownership.

Purchase Agreements SubLibrary SLB12

The Purchase Agreement Sub-Library includes an inventory of draft documents for negotiating computer hardware purchase arrangements, including purchase option agreements.

Hardware Purchase (Favors Seller) \$29.00

The Computer System Purchase Agreement favoring the seller allocates the risk of the transaction to purchaser.

Hardware Purchase (Favors Buyer) \$29.00

The Hardware Purchase Agreement favoring the buyer provides a framework for buyer acquisition of a computer system (including software and services) under terms favoring buyer.

Model Work Order/Terms and Conditions \$19.00

The Computer System Purchase, abbreviated Work Order, heavily favors the seller.

Computer Cabling Agreement..... \$19.00

The Computer Cabling Agreement structures a service arrangement for installing computer cabling by an independent contractor.

Hardware Purchase Option Agreement \$29.00

The Hardware Option Agreement favoring buyer provides a framework for multiple equipment purchases over time under terms favoring customer.

HARDWARE LIBRARY

Maintenance Agreements..... SubLibrary SLB13

The Maintenance Agreements Sub-Library provides draft agreements for negotiating computer hardware maintenance service arrangements, including supplemental work order provisions.

Hardware Maintenance Agreement (Favors Vendor)..... \$29.00

The Hardware Maintenance Agreement favoring the vendor provides a comprehensive maintenance service arrangement for supporting a large computer system.

Hardware Maintenance Agreement (Favors Customer) \$29.00

The Hardware Maintenance Agreement favoring customer structures a comprehensive service arrangement under a single maintenance fee schedule.

Work Order Hardware Service Agreement \$29.00

The Hardware Services Agreement provides a framework for multiple services to customer involving a computer system, including hardware maintenance, training, consultation and general support.

OEM Agreements..... SubLibrary SLB14

The OEM Agreements Sub-Library provides draft contracts for concluding equipment resale and distribution relationships between equipment manufacturers and resellers.

OEM Agreement (Favors Manufacturer) \$29.00

The standard Original Equipment Manufacturer (OEM) Agreement is structured to support distribution of a computer systems product in a defined geographic territory.

OEM Agreement (Favors Distributor) \$29.00

The Hardware Resale Agreement structures a framework for the resale of a computer system (hardware) to end user, along with a software sublicensing arrangement.

E-COMMERCE LIBRARY

E-Commerce transactions leverage Internet access to implement business models. These business initiatives typically involve integrating vendor, customer and employee relationships to create an OnLine presence used to reach a business objective. One model emphasizes the production of OnLine brochure and marketing materials to entice customer contact. A second model emphasizes transactions - actual purchases over the web. A third model focuses on serving as an information resource. A fourth model provides a framework for customer servicing. A final focus is on providing technology to empower these models. The E-Commerce Library provides tools addressing each of these models. These materials emphasize legal definition and management of the relationships required to succeed with these initiatives. The Library provides two types of transactional sub-libraries. The Website Development Sub-Library provides legal tools for initiating and managing website implementation. The Internet Agreement Sub-Library provides agreements for managing the resources and customers of your Internet business.

Website Development SubLibrary MLB15

The Website Development Sub-Library provides tools you can use in drafting agreements for the development of e-commerce applications and websites.

Website Development Agreement (Favors Vendor) \$34.00

The Website Development Agreement favoring the vendor broadly defines the services to be provided, reducing the risk of scope creep and soliciting customer involvement in the engagement.

Website Development Agreement (Favors User) \$34.00

The Website Development Agreement favoring users structures the development process to enhance customer control over the final product.

Website Hosting Agreements SubLibrary SLB16

Providing technology to host customer E-commerce Internet applications involves a number of business and legal challenges. These transactions typically involve OnLine licensing and service arrangements, as well as consulting and project management support.

Standard Website Hosting Agreement \$29.00

The Website Hosting Agreement documents two basic vendor services.

Standard ASP Agreement \$34.00

The Standard ASP Agreement documents a comprehensive framework for providing technology services.

OnLine Application Service Provider Agreement \$34.00

The Online ASP Agreement and Standard Terms and Conditions provide subscriber access to centralized software on a transactional cost basis.

Co-Location Agreement \$34.00

Equipment Co-Location Agreements establish a framework for providing customers with a dedicated ASP environment.

Subscriber Agreements SubLibrary SLB17

The Subscriber Agreements Sub-Library provides various documents establishing a contract relationship between online service subscribers and vendors.

Website Terms of Use \$29.00

The Website Terms of Use set forth the guidelines applicable for managing subscriber activity on the website.

OnLine Subscriber License \$34.00

The Online Subscriber License presents a two-part format to the contract relationship, with an abbreviated initial presentation of variable terms supported by the incorporation of Standard Terms addressing Provider policies, procedures and rights.

Standard Subscriber Agreement \$34.00

The Standard Subscriber Agreement uses a traditional contract format to document the right and obligations of the parties in connection with the subscriber's services.

Click-to-Accept License \$34.00

The Click-to-Accept Subscriber Agreement depends upon online acknowledgement of applicable terms to establish the contract relationship between Subscriber and Vendor.

Privacy Statement \$29.00

The Privacy Statement is a statement of policy suitable for posting on a company website that delineates company policy relating to the treatment of private information collected from site visitors.

E-COMMERCE LIBRARY

E-Commerce Transaction SubLibrary SLB34

The E-Commerce Transaction Sub-Library provides documents for engaging subscribers, website licensing arrangements, data management services and the development and operation of electronic storefronts.

OnLine Storefront Development Agreement \$34.00

The Electronic Storefront Development Agreement structures a website development arrangement to implement retail websites for the sale of customer product over the Internet.

OnLine Storefront Licensing Agreement \$34.00

The Electronic Storefront License Agreement structures a licensing arrangement for the management of transactional websites.

OnLine Data Management Agreement \$34.00

The Data Management Agreement structures an online Internet access services arrangement for storing customer data and providing access to such data on demand.

OnLine Corporate Software Agreement \$34.00

The Online Corporate Software Agreement structures Internet access and software licensing arrangement under which affiliates of Customer have online access to data and software of Customer as maintained and hosted by Vendor.

OnLine Store Agreement \$34.00

The Online Store Agreement structures a licensing arrangement allowing subscribers to create a website using standardized templates made available to Subscriber for purposes of selling Vendor products through the Subscriber website.

Internet Advertising SubLibrary SLB35

Internet Advertising arrangements leverage Internet traffic to sell products or services and take a variety of transactional forms.

Internet Advertising Agreement \$29.00

The Standard Internet Advertising Agreement provides a legal framework for engaging Internet advertising services.

Banner Advertising Agreement \$29.00

The Internet Advertising Agreement favoring the abbreviated format provides the essential Internet advertising options without many of the administrative controls on the service arrangement.

Multimedia Agreements SubLibrary SLB36

The Multimedia Product challenge requires the integration of graphics, sound, art, video and program themes into a comprehensive presentation meeting the product business objectives.

Multimedia Development and Licensing Agreement \$34.00

Multimedia Development and Licensing Agreement engagements should be structured to meet your business objectives. Vendors will want to minimize the risk of "scope creep" by requiring user approval of deliverables and payment terms allowing compensation for design change requests.

Multimedia License and Maintenance Agreement \$34.00

The Multimedia License and Maintenance Agreement provides a legal framework for licensing multimedia product and retaining consultation services in connection therewith.

INTELLECTUAL PROPERTY LIBRARY

The Intellectual Property Library provides OnLine tools for protecting intellectual property assets. In addition to forms and tutorials for completing trademark, copyright and patent applications, the Intellectual Property Library also provides transactional forms for leveraging these rights in certain common transactions including book and video agreements, domain name transactions, confidentiality agreements, patent assignments and intellectual property purchase arrangements.

Confidentiality SubLibrary SLB17

The Confidentiality Sub-Library provides documents you can use in establishing confidentiality obligations.

Disclosing Party Confidentiality \$19.00

The Confidentiality Agreement for disclosing parties imposes strict confidentiality obligations on the receiving party and maximizes the rights and negotiating leverage of the party disclosing the confidential information.

Receiving Party Confidentiality \$19.00

The Confidentiality Agreement for receiving parties imposes lenient confidentiality obligations on the receiving party and should be favored if you are receiving (but not disclosing) confidential information under the agreement.

Reciprocal Confidentiality \$19.00

The Reciprocal Confidentiality Agreement balances the tension between minimizing your confidentiality obligations as a recipient of confidential information with your right to protect confidential information disclosed by you under the agreement.

Trademarks/Domain Names SubLibrary SLB18

The Trademarks/Domain Names Sub-Library includes an inventory of domain name agreement, trademark licenses, as well as a trademark application, along with audio-visual instructions for filing your trademark application with the United States Patent and Trademark Office.

Domain Name Agreement \$29.00

The Domain Name Purchase Agreement documents conveyance of a domain name from seller to buyer.

Trademark License \$29.00

The Trademark License documents the right of the licensee to use a specified mark in connection with a fixed definition of goods or services.

Trademark Application FREE

The Trademark Application suitable for filing with the United States Patent and Trademark Office consists of three basic parts.

Patent Agreements SubLibrary SLB19

The Patent Agreements Sub-Library includes patent assignment and licensing documents, as well as a patent application along with audiovisual instructions for filing your patent application with the United States Patent and Trademark Office.

Patent Assignment Agreement \$29.00

The Patent Assignment Agreement documents the conveyance of patent rights from one party to another party.

Patent License \$29.00

The Patent Technology License establishes a framework for controlling the marketing of patented technology through ownership of related patents.

Patent Application FREE

The Patent Application provides an outline for submitting a description of your invention and related claims to the United States Patent and Trademark Office.

Nondisclosure \$19.00

The Nondisclosure Agreement for inventions protects the disclosing party by defining the related invention or technology as confidential information. The proprietary technology (or invention) as a subset of confidential information is also defined as a trade secret.

INTELLECTUAL PROPERTY LIBRARY

Copyright SubLibrary SLB20

The Copyright Sub-Library includes a copyright application along with audiovisual instructions for registering your copyright with the United States Copyright Office. The Sub-Library also provides sample contracts involving copyright issues for software development applications, as well as book and video agreements.

Software Development/Distribution \$34.00

The Technology or Product Development Agreement allocates copyrights, as well as all other intellectual property ownership rights, to the inventor.

Book Royalty Agreement \$19.00

The Book Royalty Agreement documents the participation of a contributor in developing a manuscript.

Video Agreement \$19.00

The Video Agreement documents a structured process for video production.

Copyright Application FREE

The Copyright Application Form TX is suitable for registration of written materials and software.

Intellectual Property Purchasing SubLibrary SLB21

The Intellectual Property Purchasing Sub-Library provides draft agreements that can be used to negotiate the sale or purchase of intellectual property copyrights and patents.

IP Purchase Agreement (Favors Purchaser) \$34.00

The Intellectual Property Purchase Agreement favoring the purchaser focuses on the technology as a core business.

IP Purchase Agreement (Favors Seller) \$34.00

The Intellectual Property Purchase Agreement favoring sellers provides the framework for selling a computer system and providing technical services in connection with the sale, including on-going maintenance and support.

Employee Grant \$29.00

The Employee Grant authorizes the employer to use intellectual property owned by the employee in connection with the employment relationship.

TECHNOLOGY SERVICES LIBRARY

Technology Services arrangements typically involve four basic challenges. The first challenge is to define with particularity the services to be rendered. Second, the supporting documentation must define the appropriate pricing and payment structure. Performance warranties for resulting deliverables is a third concern. Finally, frameworks for maintaining deliverables are also important. The Technology Services Library provides five separate sub-libraries which provide forms addressing these issues in different contexts. The System Sub-Library provides frameworks for services in maintaining and supporting computer hardware. The Consulting Agreement Sub-Library provides frameworks for retaining independent contractors providing ad-hoc computer services. The Work Order Sub-Library supports complex engagements with specific tasking and deliverables. The General Services Sub-Library contains forms structuring informal service arrangements. The Software Services Sub-Library provides several forms tailored to typical software services profiles.

System SubLibrary SLB22

The System Sub-Library provides documents which can be used to establish service contracts for supporting or maintaining computer systems. This Sub-Library includes draft software hosting and system administration agreements.

Software Development and Hosting Agreement \$34.00

The Software Development and Hosting Agreement documents a comprehensive software development arrangement that includes software hosting services.

System Administration Agreement \$34.00

The System Administration Agreement provides a framework for managing the computer software, hardware and telecommunication needs of the end-user.

Software Host Agreement \$34.00

Software Hosting Agreements typically provide a framework under which a computer systems vendor stores data and software for purposes of providing customers centralized server access to such data and software.

Computer Services Outsourcing Agreement \$34.00

The Computer Services Outsourcing Agreement establishes a framework for outsourcing the information technology management function.

Consulting SubLibrary SLB23

The Consulting Sub-Library includes an inventory of draft consulting agreements, as well as a sample recruiting contract.

Standard Consulting Agreement \$19.00

The Standard Consulting Agreement documents the service arrangement between the technology independent contractor and customer.

Consulting Agreement (Favors Customer) \$29.00

The Consulting Agreement favoring customer leaves the definition of services subject to customer request.

Consulting Agreement (Favors Vendor) \$29.00

The Consulting Agreement favoring the vendor (or consultant) includes terms allowing the consultant to control the engagement.

Recruiting Agreement \$34.00

The Recruiting Agreement has been structured to reduce the risk of unqualified hires and inadvertent fee obligations.

Contractor Agreement \$39.00

The Contractor Agreement provides a framework for Contractors to engage a consultant as a Subcontractor to provide services to the Client of the Contractor.

Work Order SubLibrary SLB24

The Work Order Sub-Library provides various sample work order contracts for engaging contractors under changing scope of work scenarios. Also included are a Master Services Agreement and an Enhancement Order Agreement for software product enhancements.

Standard Work Order \$39.00

The Standard Work Order Agreement is a simplified version of the work order format involving a single service definition referencing work orders included in Exhibit A.

TECHNOLOGY SERVICES LIBRARY

Master Services Agreement \$34.00

The Master Services Agreement provides a framework for engaging four types of software related services: (1) software maintenance (i.e. error correction and implementing software updates); (2) customer support, as requested by customer in a "block notice" approved by both parties; (3) consulting services, as defined in a work order approved by both parties; and (4) training services, as defined in a "training order."

Service Order Agreement \$34.00

Service Order arrangements typically format specialized work orders to address particular service needs.

Enhancement Order Agreement \$34.00

The Enhancement Order Agreement provides a generic tasking format for implementation of functional enhancements to existing technology.

General Services SubLibrary SLB25

The General Services Sub-Library presents draft contracts for negotiating general service arrangements.

Services Agreement (Favors Customer) \$29.00

The Service Agreement favoring the customer establishes objective performance standards by documenting the contractor's service obligation in objective and deliverable terms.

Services Agreement (Favors Provider) \$29.00

The Service Agreement favoring vendors resolves management conventions for controlling the engagement in vendor's favor.

Model Invoice \$19.00

The Model Invoice provides an abbreviated format allowing the small business technology consultant or vendor to minimize paperwork while also establishing generic terms and conditions governing the sale of services or equipment to end-user customers.

Software Services SubLibrary SLB26

The Software Services Sub-Library provides an inventory of contracts for concluding software support contracts.

Services Agreement (Favors Customer) \$29.00

The Software Service Agreement favoring customers defines several types of services to be rendered under the arrangement.

Services Agreement (Favors Provider) \$29.00

The Software Services Agreement favoring the vendor documents several services provided by the vendor.

Cyber Security Services SubLibrary SLB41

The Cyber-Security Services Sublibrary provides contract templates for engaging Cyber-Security services designed to enhance system operability and security.

Cyber-Security Audit Contract \$34.00

The Cyber-Security Audit Contract provides a framework for engaging the services of a system consultant to assess computer system security issues and risks.

Security System Implementation Contract \$34.00

The System Security Implementation Contract provides a framework for engaging the services of a systems administrator to implement enhancements designed to improve system security

System Security Surveillance Contract \$34.00

The System Security Surveillance Contract establishes an arrangement for engaging the services of a systems administrator to monitor systems for suspect activities and Cyber-Security risks.

EMPLOYMENT LIBRARY

Effective employee management in the technology enterprise involves allocating intellectual property rights. Technologies purportedly brought to the new job from previous employment should be certified by the new employee. Employers should seek written assignment of copyrights, patents, trademarks and trade secrets they expect to accrue to their ownership from the employment relationship. Commission and stock ownership rights should be clearly stated, along with employer termination and personnel administration policies. Care should be exercised in concluding recruiting arrangements to minimize the risk of unqualified hires and excessive recruiting fees. The purported language addressing these issues will differ depending upon whether the agreement favors the employee or employer.

Employee Oriented [SubLibrary SLB27](#)

The Employee Oriented Sub-Library includes an inventory of employment agreements resolving typical employment negotiation issues in favor of the employee.

Standard Employment Agreement **FREE**

The standard Employment Agreement favoring the employee narrows the typical employer restriction and defines with particularity the rights of the employee.

Executive Employment Agreement **\$29.00**

The standard Employment Agreement favoring the corporate officer defines the rights of the employee as chief operating officer of the corporation.

Developer Employment Agreement **\$29.00**

The Employment Agreement favoring developers frames employee favored restrictions narrowly, defines employee rights and benefits broadly and precisely defines employer technology assets to exclude materials independently developed by employee.

Employer Oriented [SubLibrary SLB28](#)

The Employer Oriented Sub-Library includes an inventory of employee agreements resolving typical employment negotiations issues in favor of the employer.

Standard Employment Agreement **FREE**

The standard Employment Agreement favoring the employer resolves all of the major employment issues in favor of employer control.

Executive Employment Agreement **\$29.00**

The Employer Agreement for corporate officers establishes a framework favoring employer control of the employment relationship.

Employee/Shareholder Employment Agreement **\$29.00**

The Employment Agreement for the employee/shareholder documents the employment relationship of a founding shareholder responsible for the original development of the technology used by the enterprise.

Employee/Salesperson Employment Agreement **\$29.00**

The standard Employment Agreement for marketing professionals structures an employment relationship favoring employer control of employee sales activities.

Administration [SubLibrary SLB29](#)

The Administration Sub-Library includes various draft contracts for negotiating ancillary employment issues including retaining independent contractors, a recruitment agreement, severance agreement and an employment manual.

Contractor - Employee Employment Agreement **\$29.00**

The Contractor Employment Agreement provides a framework for hiring the professional employee who will provide services to the client of employer on behalf of employer.

EMPLOYMENT LIBRARY

Recruiting Agreement **\$29.00**

The Employment Recruiting Agreement provides a structure for employers to retain the services of professional recruiters while also minimizing the risks incidental to the common recruiter relationship.

Severance Agreement **\$29.00**

The Employer Severance Agreement structures the terms for transitioning an original founding shareholder entrepreneur to new management responsibilities in the technology enterprise.

Employment Policy Manual **FREE**

The Standard Employer Policy Manual provides a framework for implementing general policies and procedures for managing the employer work force.

Internet Use Policy Statement **\$29.00**

Employer Policy Statements governing use of the Internet should clearly distinguished prohibited acts from those requiring Employer authorization.

TECHNOLOGY MARKETING LIBRARY

Technology Marketing arrangements vary greatly in configuration, depending upon the allocation of responsibilities and the level of technology control. Arrangements maximizing developer control focus on retaining agents whose role is limited to direct sales, software demonstration and submission of technology contracts to the customer on behalf of the developer. Arrangements empowering the agent include Reseller Agreements in which the contracting representative has access to the technology along with modification and repackaging rights, and, possibly, the right to integrate the technology with its own products. Traditional agency, marketing and distribution arrangements allocate the technology rights of the parties within these variables to achieve implementation of the target marketing objective.

Agency Related SubLibrary SLB30

The Agency Related Sub-Library provides documents for establishing an agency relationship for selling technology products and services. Sample documents include Agency and Dealer Agreements, standard referral arrangements and proposal agreements. Agents typically do not control end-user customer relationship.

Agency Agreement \$29.00

The Standard Agency Agreement addresses the typical issues arising between agent and vendor in the technology agency relationship.

Dealer Agreement \$34.00

The Dealer Agreement is a two-party Agreement under which vendor grants principal the authority to establish agents who market the technology.

Dealer/Agent Agreement \$34.00

The Dealer/Agent Agreement is the document used by the dealer (i.e. principal under the Dealer Agreement) to empower third-party agents to market the technology.

Agency/Referral Agreement \$29.00

The Agency/Referral Agreement documents a relationship framework between Agent and Vendor that incentivizes casual referrals as well as Agency sales leadership.

Agency Proposal Agreement \$29.00

The Agency Proposal Agreement documents a framework between Vendor and Agent empowering the Agent to develop and submit proposals for use of Vendor technology to target customers.

Standard Referral Agreement \$29.00

The Standard Referral Agreement addresses the typical key issues between vendor and agent in a referral relationship.

Marketing SubLibrary SLB31

The Marketing Sub-Library includes an inventory of marketing agreements for third party promotion of technology products and services. In addition to software marketing and sales commission agreements, this Sub-Library includes a draft video marketing and technology reseller agreement.

Software Marketing Agreement \$34.00

The Software Marketing Agreement is structured to retain agent support for a low-end software product.

Sales Commission Agreement \$29.00

The Commission Schedule provides a framework for incentivizing employee sales of technology product.

Video Marketing Agreement \$19.00

The Video Promotion Agreement documents corporate participation in the production costs of a sports/entertainment video.

Reseller Agreement \$34.00

The Reseller Agreement documents a technology product arrangement under which the reseller purchases and resells product to the end customer.

TECHNOLOGY MARKETING LIBRARY

Royalty Agreement \$34.00

The Royalty Agreement provides a legal framework under which one party to the Agreement pays the other party an amount of money that is determined (and derivative of) sales.

Distribution Agreement SubLibrary SLB32

The Distribution Agreements Sub-Library presents various technology agreements for distributing technology product and services. Under those arrangements, distributors typically control the end-user customer relationship.

Product Distribution Agreement \$34.00

The Product Distribution Agreement provides a framework for empowering the distributor to market, manufacture, advertise and distribute a technology product.

Software Distribution Agreement \$34.00

The Software Distribution Agreement establishes a framework for distribution of a high-end software product.

Technology Distribution Agreement \$34.00

The Technology Distribution Agreement provides a framework for the distribution of a high-end technology product by an independent distributor.

Value-Added Reseller Agreement \$34.00

The Value-Added Reseller Agreement provides a framework under which the reseller engages vendor to provide technology to be integrated, packaged and licensed as part of reseller's technology.

GENERAL BUSINESS LIBRARY

The General Business Library provides an inventory of legal documents for common transactions encountered by the small technology enterprise as a growing business concern. These documents are equally useful for the small business whose core service or product offering is not technology. These transactions include various commercial leases and lease related documents. Partnership arrangements, model invoice, service order forms, construction agreements for facility buildouts, Standard Release, Indemnification, and Power of Attorney forms are coming soon.

Partnership Agreements SubLibrary SLB37

The Partnership Agreements Sub-Library provides documents that can be used by the parties to negotiate and establish various types of partnership relationships. These relationships include joint ventures for the development and sharing of technology, as well as general partnership and limited partnership frameworks. Partnerships are subject to state law, and special tax provisions apply to Partnerships. Parties should also be aware that liability exposure for partners is generally greater than shareholder liability exposure in a corporation. Considerable caution should be exercised in negotiating these arrangements, and consultation with local counsel is advised.

General Partnership Agreement FREE

The General Partnership Agreement provides a legal framework documenting the terms of a partnership relationship.

Limited Partnership Agreement \$19.00

The Limited Partnership Agreement establishes a limited partnership under Florida law. The Agreement sets forth the name and purpose of the Partnership, along with the designation of general and limited partners.

Technology Joint Venture Agreement \$19.00

The Technology Joint Venture arrangement establishes a legal framework under which two or more parties agree to work together in developing, deploying or maintaining technology assets.

Government Contract Proposal/Teaming Agreement \$19.00

The Government Contract Proposal/Teaming Agreement establishes a partnership framework under which two or more parties agree to work together in responding to a Federal Government solicitation for services or technology product.

Leases SubLibrary SLB38

The Leases Sub-Library provides standard documents supporting various leasing arrangements. These frameworks extend from the standard office lease to warehousing agreements, retail space leases as well as residential and automobile leasing. The library includes special documents for lease guaranties, assignment and subleasing, as well as a lease broker deposit agreement. A document has also been included addressing the special office lease needs of Federal Government Contractors.

Commercial Lease (Favors Lessor) FREE

The Commercial Lease favoring the Lessor provides a legal framework for the rental of office space to a specified commercial tenant.

Government Contract Commercial Lease (Favors Lessee) \$19.00

The Government Contractor Commercial Lease documents a framework for the leasing of office space by Federal Government Contractors addressing the special requirements of the typical federal government contract arrangement.

Shopping Mall Lease \$19.00

Shopping Mall Retail Leases provide a legal framework establishing the terms and conditions applicable to tenancy in a large enclosed Shopping Center.

Warehouse and Office Lease \$19.00

The Warehouse and Office Lease Agreement provides a legal framework for leasing Warehouse and Office space in a single facility.

Residential Lease (Favors Landlord) FREE

Residential Leases provide a legal framework supporting the tenant occupancy of residential facilities.

GENERAL BUSINESS LIBRARY

Guaranty of Lease \$19.00

The Guaranty of Lease establishes the personal responsibility of the Guarantor for the obligations set forth in the Lease.

Assignment of Lease \$19.00

The Assignment of Lease provides a legal framework allowing non-parties to the original lease to assume the benefits (and responsibilities) of one of the Parties to the original lease.

SubLease Agreement \$19.00

The Sublease Agreement provides a legal framework for allowing occupancy of leased premises pursuant to a contract arrangement between the Tenant of the original Lease and a subtenant who is not party to the Lease Agreement with the original Landlord.

Deposit Agreement \$19.00

Deposit Agreements document the placement of monies with an Agent and the responsibilities of the Agent in connection with such monies.

Automobile Lease \$19.00

The Automobile Lease establishes a legal framework for Lessee use of a specified vehicle owned by Lessor.

Release/Indemnification SubLibrary SLB39

The Release/Indemnification Sub-Library provides generic Release, Indemnification, and Power of Attorney forms which can be used in various contexts, including settlement negotiations, contract signings and dispute resolutions. The Release allows release of parties and claims as defined by the scope of the release. The Indemnification requires a party to indemnify another as defined by the scope of the indemnification. The Power of Attorney allows one party to act for another, within the scope of authority granted. Although these documents appear simple and abbreviated, they potentially substantially impact the signatories and should not be completed without the help of local counsel.

Release FREE

The Release documents discharge of claims by one party against another party.

Indemnification FREE

The Indemnification is an Agreement whereby one party guarantees to protect a second party from a defined risk.

Power of Attorney FREE

The Power of Attorney is a grant of authority by one party to a second party.

Construction Agreements SubLibrary SLB40

The Construction Agreements Sub-Library provides documents supporting the engagement of a building contractor to complete facility build outs. These arrangements require precise definition of the construction services by referencing approved build out plans. Architect specifications and incorporation of the Contractor proposal as part of the Construction Agreement are also advised. The Change Order process should be defined with specificity, along with the criteria for price increases. Criteria for draw requests and rights of inspection are also commonplace. Owner responsibilities, warranties, termination rights and default provisions should also be addressed in the Agreements. Extensive local rules and regulations typically apply, requiring consultation with local counsel.

New Construction Agreement \$19.00

The Construction Agreement for new construction engages a Building Contractor to construct a facility from project initiation.

Partially Completed Construction \$19.00

The Construction Agreement for partial construction engages a contractor to complete a partially constructed facility.

Facility Build Out Agreement \$19.00

The Retail Facility Build Out Agreement establishes a legal framework for engaging a Building Contractor to construct a Shopping Center retail facility.