

Mansfield Tanick & Cohen



INCubation Center™



A comprehensive program for
fostering businesses through
their formative years



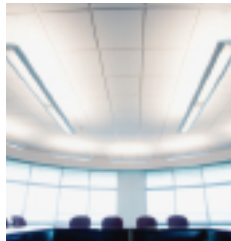
INCubation Center™

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Starting your own business requires a certain amount of optimism as well as caution. Important decisions which can impact your business for years to come will need to be made in the first weeks and months of the business. These decisions include the selection of an available name for your business, the choice of entity to be made with regard to the business, securing funds for the startup and operation of the business, arrangements to be made with employees of the business (such as written employment and noncompetition agreements and placement of key man life insurance policies), establishing policies to protect inventions and trade secrets, if necessary, and structuring your business in the most favorable manner possible to avoid unnecessary tax consequences.

The attorneys at Mansfield Tanick & Cohen, P.A. understand that in order to properly address these issues it requires time and, most significantly, money. This understanding has resulted in the creation of the INCubation Center, a program which is designed to provide entrepreneurs with the resources necessary to handle these issues in the most cost effective manner possible.



Why should I use Mansfield Tanick & Cohen to start my business?

Mansfield Tanick & Cohen, P.A., founded in 1989, has an established Business Practices Group with attorneys practicing in almost every important area of law for businesses. Most significantly, the shareholders who lead the Business Practices Group have all been involved in establishing their own businesses. This unique experience gives them and the other lawyers who work with them an important insight into the essential elements of a successful business and what it takes to excel right out of the gate. Our lawyers see themselves not as service providers but as dealmakers; we succeed when our clients succeed.

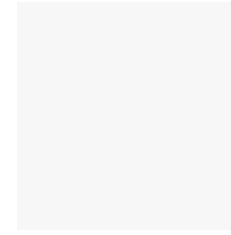
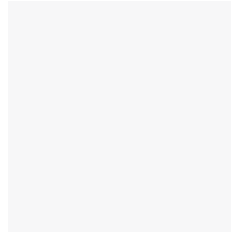
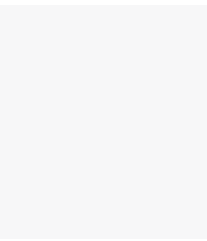
Getting your business off to a good start.

The INCubation Center encompasses several important legal and non-legal issues critical to new businesses. With regard to the legal issues involved in any new business, the INCubation Center will provide you with competent counsel to guide you through forming your new venture and provide a range of legal services for your business. Services provided will include:

- Deciding your choice of entity based upon your business needs.

- Ensuring that the desired name of your business is available and, if necessary, protecting that name through a trademark registration.
- Determining any legal and regulatory framework which applies to your business, including federal, state and local licenses and permits.
- Forming the entity and preparing the initial organizational documents and business registrations.
- Establishing standards to maintain corporate formalities through attendance at board meetings and preparation of written corporate minutes and other resolutions.
- Preparing employment and noncompetition agreements for your key employees.
- Preparing agreements to protect your business' confidential trade secrets as well as any inventions.
- Reviewing and negotiating key contracts related to your business, including lease agreements and vendor/supplier contracts.
- Providing ongoing legal advice based upon the specific needs of your business in its earliest stages of existence.

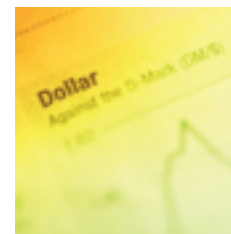
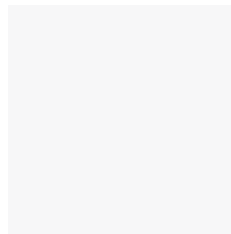
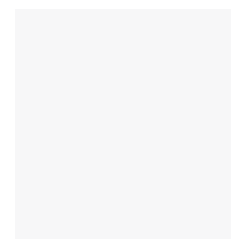
You will have access to the knowledge and experience of lawyers in our firm in a variety of practice groups, such as labor and employment, tax, real estate and intellectual property.



But what does it cost?

The most significant benefit of your participation in the INCubation Center is your ability to receive covered legal services for a predetermined flat fee, which means that you will get:

- An à la carte menu of flat fee or reduced fee services.
- No charge for telephone calls to your attorney as legal questions arise for your business
- No charge for out-of-pocket expenses such as mileage, copying, telephone calls, postage and organizational filing fees.



More than just lawyers. We make our contacts work for you.

We understand that legal services are not the only needs of a new business. Entrepreneurs and new businesses, to be successful, must start out on the right foot with regard to setting up your books, creating a business plan, obtaining the right liability insurance and investing your expected profits. Our lawyers have established significant working relationships with other professional advisors and we will put those relationships to work for your business. The INCubation Center not only provides you the critical legal services for your new business; our lawyers have also arranged for consultations with other professional advisors necessary to the success of your business. As part of our program you will receive the following:

- Two hours of free consultation with an accounting firm.
- Two hours of free consultation with a public relations firm.
- One hour of free consultation with an insurance agent.
- One hour of free consultation with a financial planner.

In addition, the professional advisors participating in the Center have agreed to further provide first year discounts for additional required non-legal services.

How to get started.

Participation in the INCubation Center is easy and has only the following requirements:

- The flat fee for legal services must be paid in advance.
- Certain extraordinary services and costs are not included in the flat fee, all of which will be discussed with you and outlined in more detailed materials that will be provided to you prior to engagement.

We believe the service we provide during your first year will confirm our commitment to you, and we hope that you will continue to look to us as your trusted legal advisors as your business grows and flourishes.

To learn more about the INCubation Center, contact any Mansfield Tanick & Cohen attorney with whom you have an existing relationship, or contact Earl H. Cohen or Jeffrey C. O'Brien of our Business Practice Group at (612) 339-4295, or by e-mail at ecohen@mansfieldtanick.com (for Earl) or jobrien@mansfieldtanick.com (for Jeff). To learn more about our firm, please visit www.mansfieldtanick.com