

Sales and Distribution Agreements

Negotiating and drafting: Successful strategies

Why attend?

Sales of products are the lifeblood of many businesses. In order for such companies to grow and be successful they must increase product sales and profits. However, most companies do not have the resources, or do not find it cost efficient, to sell their products directly in all of the available and potentially attractive markets. This is especially true for young technology companies that are prevalent in the New England area. As a result, companies often focus on developing relationships with third parties that can assist in the sale and distribution of their products. The success of these relationships can be crucial to the success of a business. But designing and implementing a sales and distribution strategy raises a variety of legal issues, and there are traps for the unwary that can unravel even a well-planned strategy.

This program explores the traits of successful (and unsuccessful) sales and distribution strategies, and looks in depth at the important terms of sales and distribution agreements. The seminar is for business, intellectual property and licensing lawyers involved in sales and distribution transactions, and non-lawyer negotiators (such as business development executives and contracts managers). Our experienced faculty explains what you need to know to negotiate both simple and complex arrangements, avoid traps in these transactions and help clients develop long-term sales and distribution strategies. Attend this program and learn how to handle sophisticated sales and distribution agreement issues with confidence.

Program attendees receive written materials containing a variety of sample agreements and checklists to help negotiate and draft sales and distribution agreements.

You will learn...

- ▶ Why companies choose a particular sales or distribution structure
- ▶ How to develop successful sales representative strategies
- ▶ How to develop successful distributor strategies
- ▶ How to identify and address key legal issues in sales and distribution agreements

- ▶ What particular issues are raised in distributing software, commercial products, raw materials and other products, and in domestic, international, on-line and other distribution methods.

Agenda and written materials

- ▶ **Legal Background**
UCC issues; Antitrust law issues; Export controls and considerations for international transactions. This segment helps you identify and understand the background of legal rules that impact sales and distribution arrangements.
- ▶ **Sales Agency Agreements**
Rationale for sales agency agreements; Fundamentals of sales agency agreements; Key terms in sales agency agreements; Practical considerations when drafting and negotiating sales agency agreements. This segment helps you understand sales agency agreements and provides an excellent background (along with the written materials) for reviewing, drafting and negotiating sales agency agreements.
- ▶ **Distribution Agreements**
Rationale for distribution agreements; Fundamentals of distribution agreements; Key terms in distribution agreements; Practical considerations when drafting and negotiating distribution agreements. This segment helps you understand distribution agreements and provides an excellent background (along with the written materials) for reviewing, drafting and negotiating distribution agreements.
- ▶ **Other Structures**
Supply agreements; OEM agreements; VAR agreements; Support agreements. The faculty discuss other sales and distribution structures, and the impact of new distribution technologies on traditional arrangements.
- ▶ **Traps for the Unwary**
Identify traps for the unwary that arise in sales and distribution agreements and how they can be addressed. This segment also addresses special issues raised by particular products, such as software, commercial products, raw materials and other products.
- ▶ **"Ask the Experts" Question & Answer Session**

FACULTY

Jason C. Gish, Esq., Chair

TLG Law Group, Newton

Eric P. Damon, Esq.

IBM, Cambridge

Alexander H. Pyle, Esq.

Sheehan Phinney Bass & Green, PA, Boston

DATE AND LOCATION

Tuesday, July 11, 2006

9 a.m. – 1 p.m.

MCLE Conference Center,
Ten Winter Place, via Winter Street,
Boston

SEMINAR NO. 2060377P01



TUITION *includes written materials*

- ▶ MCLE Sponsor Members \$165
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- ▶ MBA/BBA Members \$175
- ▶ All Others \$195

4 Substantive Credits

CAN'T ATTEND?

Available after June 18

-  Written Materials \$95
-  Audiocassettes or CD \$135