

University of Illinois- College of Engineering, Technology Entrepreneur Center
**TE 450 – Startups: Incorporation, Funding,
 Contracts, and Intellectual Property
 Spring 2021**

Professor	<p>Joe Barich Lecturer Department of Industrial and Enterprise Systems Engineering</p> <p>Attorney Barich IP Law Group Tel. (312) 620-2471 joebarich@barichip.com NB: A phone call is preferable to e-mail for complex matters.</p>												
Class Schedule	<ul style="list-style-type: none"> ● At student convenience, but <u>must be completed weekly</u>: <ul style="list-style-type: none"> - Lectures available online through Compass/Echo360 - Quizzes available on Compass ● Optional Weekly Zoom Discussion Section – 11am Friday ● Three Exams at 7pm (via Zoom + Compass) on: <ul style="list-style-type: none"> - February 26th - April 2nd - April 30th ● Three Student Project Presentations at 7pm (via Zoom) on: <ul style="list-style-type: none"> - February 19th - March 26th - April 23rd 												
Class Materials	<p><u>Required Reading</u> CoursePack – available at Illini Union Bookstore Also available online at https://coursepacksetc.com/product-category/university-of-illinois/</p> <p>Class Materials/Links available at: www.joebarich.com or on Compass</p>												
Grading	<p>All grades are based on the following:</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 80%;"></th> <th style="text-align: right; border-bottom: 1px solid black;">Percent of Final Grade</th> </tr> </thead> <tbody> <tr> <td>First Exam</td> <td style="text-align: right;">20%</td> </tr> <tr> <td>Second Exam</td> <td style="text-align: right;">20%</td> </tr> <tr> <td>Third/Final Exam</td> <td style="text-align: right;">20%</td> </tr> <tr> <td>Class Projects</td> <td style="text-align: right;">20%</td> </tr> <tr> <td>Quizzes</td> <td style="text-align: right;">20%</td> </tr> </tbody> </table>		Percent of Final Grade	First Exam	20%	Second Exam	20%	Third/Final Exam	20%	Class Projects	20%	Quizzes	20%
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More Detail With Regard To Class

Lectures

All lectures have been pre-recorded and a new lecture will be released each week on Compass as the semester progresses. Students may view the lectures each week at their convenience using Compass to access the Echo360 system.

Please note that the lectures were recorded during a previous semester, so please follow the times and procedures set forth in this Syllabus and the Spring 2021 Coursepack when they conflict with the pre-recorded lecture.

Optional Weekly Zoom Discussion Section

Each week I will be available on Zoom starting at 11am on Fridays to discuss any questions that students might have with regard to the course – including lectures, quizzes, and general questions. Attendance is completely optional. I am happy to answer any questions that students might have. However, based on my experience in the Spring and Fall, I am anticipating student attendance to be high on the first Friday 1/29, but then drop off unless the Discussion Section is taking place immediately before an Exam.

The Zoom meeting info is below – this Zoom room will be used for all TE450 activities, including discussion sections, during exams, and project presentations

<https://illinois.zoom.us/j/82336680112?pwd=R3NpbHppSmdqajF1RVhPcnB0Nk1Qdz09>

Meeting ID: 823 3668 0112

Password: 450

Quizzes

Five Quizzes will take place during the semester using Compass. Each Quiz can only be taken during its scheduled week as shown in the Syllabus and can NOT be taken during a later week. This is because the Quiz questions will be reviewed in the pre-recorded lectures during the week after the Quiz.

NOTE: Each of the Quizzes involved material from that week's lecture, so please view the lecture before taking the quiz. (For example, Quiz 1 takes place during Week 2 and includes materials from the Week 2 lecture.) Quizzes will be available on Compass during their scheduled Week starting Monday at 9am and ending on Friday at 11pm. You must complete the Quiz by 11pm on that Friday or Compass will reject your submission as late.

Each Quiz counts as 100 points (500 points total possible), but your total quiz score is determined by dividing by 400 (not 500), with a cap at 100%. For example:

Example 1 - Took 4/5 Quizzes, got 85% on each one.

4 Quizzes * 85 points = 340/400. You get 85% for your quiz score.

Example 2 - Took 5/5 Quizzes, got 85% on each one.

4 Quizzes * 85 points = 340/400. Add in 85 points from 5th quiz, so total quiz points become 425/400, but cap at 400/400 for total quiz score of 100%

Example 3 - Took 5/5 Quizzes, got 60% on each one.

4 Quizzes * 60 points = 240/400. Add in 60 points from 5th quiz, so total quiz points become 300/400 for a total quiz score of 75%.

Exams (Compass +Zoom)

Three Exams will take place during the semester. Each Exam will primarily focus on material from the weeks immediately preceding the exam, but material from any prior point in the semester is fair game. Exams will be composed of multiple choice and true/false questions. Exams are closed-book, closed notes. The Exam will take place on compass and will only be accessible during the scheduled exam time indicated above.

Mandatory Zoom Conference During Exam

In order to allow me to proctor the exam and to have a real-time audio and video connection with students during the exam, all students will use their cell phones to initiate a Zoom call during the exam – using the Zoom meeting room info above. All students must keep their video and audio non-muted with their cell phone turned toward the computer screen on which they are taking the exam. Students must remain “live” and unmuted on the Zoom conference during the entire time they are taking the exam. Students that do not participate in the Zoom conference for the entirety of the exam or mute their voice or image without my permission may be subject to discipline – and their exam score may be penalized. If you have any technical questions or issues, please bring them to my attention before the Exam. We are just trying to keep things honest!

Class Projects

Students will be divided into teams wherein each team will form a hypothetical startup company. Over the course of the semester, the hypothetical startup company will then be presented with three scenarios (an Incorporation and Funding scenario, a Contracts scenario, and an Intellectual Property scenario). The team will have to work together to develop a solution for each scenario and will then present their solution to the rest of the class in a ~10 minute presentation (Powerpoint recommended) during the three evening presentations via Zoom sessions at 7pm during the semester. Additionally, individual team members will be motivated to produce their best efforts because a portion of each student’s class project grade will be determined by team member’s confidential evaluation of each other’s efforts. Of the 20% of the total course grade represented by the Class Project, the individual percentage break down is:

- 4% Incorporation and Funding Project (Team Grade)
- 4% Contracts Project (Team Grade)
- 4% Intellectual Property Project (Team Grade)
- 8% Peer Evaluations (Individual to student, determined by other Team Members)

Final Grades

Average the scores from each of the three Exams, the Class Project, and the Quiz score and compare it to the chart below. The chart indicates the minimum grade that you will receive.

100-95 = A
95-90 = A-
90-85 = B+
85-80 = B
80-75 = B-
75-70 = C+
70-65 = C
65-60 = C-
Less than 60 = D
Less than 50 = F

Advice To Help You Get A Better Grade – Take Notes By Hand

Study after study has repeatedly confirmed that students that take notes by hand outperform students who take notes using a laptop or other electronic device. Here are just a few articles written about the studies:

- <http://www.npr.org/2016/04/17/474525392/attention-students-put-your-laptops-away>
- <http://www.scientificamerican.com/article/a-learning-secret-don-t-take-notes-with-a-laptop/>
- <http://www.wsj.com/articles/can-handwriting-make-you-smarter-1459784659>
- <http://www.psychologicalscience.org/index.php/news/releases/take-notes-by-hand-for-better-long-term-comprehension.html>
- http://taxprof.typepad.com/taxprof_blog/2018/08/in-class-cellphone-and-laptop-use-lowers-exam-score.html

Consequently, I highly recommend that you take notes by hand. In this regard, I note that the Coursepack has been specifically designed to allow you to take notes by hand so as to help you get the best possible grade – I recommend that you use it.

Electronic Device Usage Policy - No Audio, Photographic, or Video Recording Allowed

No electronic audio, photographic, or video recording of any class materials or conferences is allowed without my prior written permission. Any recording is a violation of the University Student Code and may subject you to discipline. There are at least two reasons for this: first, we want to provide an encouraging environment for student questions and discussion; and second, we want students and the instructor to have control over the use of their respective images and expressions.

Additional Syllabus Statements provided by the College or University may be found here:

<https://wiki.illinois.edu/wiki/pages/viewpage.action?spaceKey=ugadvise&title=Faculty+Resources#FacultyResources-SyllabusStatements>

The Goal Of This Class

This course will explore how legal tools may be used in the construction and successful operation of your company to deliver the next great product to market. Topics covered in the class include: issues with business formation, funding, intellectual property, non-disclosure agreements, contracts, and other corporate legal issues particularly impacting startups.

Please note that this class will not make you a lawyer. You are advised to seek legal representation if and when you or your company encounters a legal issue.

Additionally, this is an educational class, not legal representation. Consequently, nothing in the class materials, lectures, office hours, or any other materials or communication is to be taken as providing any legal advice whatsoever with regard to any real-life situation. Further, although I am a practicing attorney, nothing in the materials, lectures, office hours, or any other materials or communications should be construed to create an attorney-client relationship of any sort.

Substance of the Class

Substantively, the class is divided into three sections, 1) Forming and Funding a Business, 2) Contracts, and 3) Intellectual Property. Each of the three sections will be the primary focus of one of the Exams and Projects described above.

An overall outline of the course appears on the following pages

Syllabus

Class #	Date	Materials	Class Topic
1	Jan 29	See www.joebarich.com Coursepack Reading 11am - Optional Zoom Discussion Section	I. Basics and Forming a Business A. Business Entities 1. Sole Proprietorship 2. Partnership 3. Corporation 4. LLC
2	Feb 5	See www.joebarich.com Coursepack Reading 11am - Optional Zoom Discussion Section QUIZ #1 – Must be taken between Monday 9am and Friday 11pm	B. The practicalities of forming your corporation 1. Choosing a corporate name 2. How a state corporation registry works 3. Bylaws and Operating Agreement Examples and important clauses
3	Feb 12	See www.joebarich.com Coursepack Reading 11am - Optional Zoom Discussion Section <u>Distribute Incorporation and Funding Project</u>	C. Ownership agreements 1. Get it in writing 2. Founders ownership agreements 3. Valuation and dilution – taking the long view 4. Restrictions on transfer of stock <u>Questions about Incorporation and Funding Project</u>
4	Feb 19	See www.joebarich.com Coursepack Reading 11am - Optional Zoom Discussion Section	D. Funding arrangements 1. How startups get money 2. Bootstrap 3. Angel 4. Bank loan 5. SBA 6. Grants 7. VCs 8. Tax implications 9. Stock Options <u>Questions Before Exam #1</u>
		-Team presentations on Incorporation and Funding Project -7pm via Zoom	

5	Feb 26	See www.joebarich.com Coursepack Reading 11am - Optional Zoom Discussion Section EXAM #1 – 7pm –Zoom +Compass	II. Contracts A. Introduction to Contracts 1. What is a Contract 2. Interpretation and Enforcement of Contracts 3. Get It In Writing EXAM #1 – On Class 1-4 materials
6	Mar 5	See www.joebarich.com Coursepack Reading 11am - Optional Zoom Discussion Section	<u>Review Exam #1</u> B. Contract Formation 1. Offer, Acceptance, and Consideration, etc. 2. The negotiation process 3. Practical contract terms and enforcement considerations 4. “Reasonably promptly”, “best efforts”
7	Mar 12	See www.joebarich.com Coursepack Reading 11am - Optional Zoom Discussion Section QUIZ #2 – Must be taken between Monday 9am and Friday 11pm	C. Specific Contracts and terms 1. Performance 2. Modification of Agreement 3. Damages 4. Warranties
8	Mar 19	See www.joebarich.com Coursepack Reading 11am - Optional Zoom Discussion Section QUIZ #3 – Must be taken between Monday 9am and Friday 11pm <u>Distribute Contracts Project</u>	D. Specific Contracts and terms 1. Non-Disclosure Agreements 2. Non-Competes 3. Term Sheets <u>Questions about Contracts Project</u>
9	Mar 26	See www.joebarich.com Coursepack Reading 11am - Optional Zoom Discussion Section	E. Specific Contracts and terms 1. IP Assignments 2. Joint Venture Agreements <u>Questions Before Exam #2</u>

		-Team presentations on Contracts Project -7pm via Zoom	
10	Apr 2	See www.joebarich.com Coursepack Reading 11am - Optional Zoom Discussion Section	III. Intellectual Property (IP) A. Into to IP 1. Patents 2. Copyrights 3. Trademarks 4. Trade Secrets
		EXAM #2 – 7pm –Zoom +Compass	EXAM #2 – Focus on Class 5-9 materials
11	Apr 9	See www.joebarich.com Coursepack Reading 11am - Optional Zoom Discussion Section	<u>Review Exam #2</u> B. Patents 1. The Patenting Process 2. Review of Sample Patents 3. Recognizing Patentable Subject Matter 4. Novelty 5. Non-Obviousness 6. 35 U.S.C. Sec. 112
12	Apr 16	See www.joebarich.com Coursepack Reading 11am - Optional Zoom Discussion Section QUIZ #4 – Must be taken between Monday 9am and Friday 11pm	B. Patents 7. Claim Types 8. Novelty vs. Infringement Analysis 9. Design Patents
13	Apr 23	See www.joebarich.com Coursepack Reading 11am - Optional Zoom Discussion Section QUIZ #5 – Must be taken between Monday 9am and Friday 11pm <u>Distribute Intellectual Property Project</u> -Team presentations on Intellectual Property Project -7pm via Zoom	C. Trademarks 1. What can be trademarked 2. TM v. ® 3. The Trademark Process <u>Questions about Intellectual Property Project</u>

14	Apr 30	See www.joebarich.com Coursepack Reading	IV. Practical Startup Suggestions
		11am - Optional Zoom Discussion Section	<u>Questions Before Exam #3</u>
		EXAM #3 – 7pm –Zoom +Compass	EXAM #3 – Focus on Class 10-13 materials