### Professor

Joe Barich  
Visiting Lecturer  
Department of Industrial and Enterprise Systems Engineering  
Adjunct Professor  
University of Illinois College of Law  
Attorney  
Barich IP Law Group  
Tel. (312) 620-2471  
joebarich@barichip.com  

NB: A phone call is preferable to e-mail for complex matters.

### Class Schedule

Fridays, 10:00 am-12:20 pm  
410C1 Engineering Hall  
14 Class meetings  
Office Hours immediately following class or by phone/appointment.

### Class Materials

**Recommended Reading**  
*Legal Aspects of Engineering*, by Cynthia M. Gayton  
(Kendall-Hunt Publishing, 9th Ed.).

Class Materials/Links available at:  
[www.joebarich.com/Pages/LIEE.aspx](http://www.joebarich.com/Pages/LIEE.aspx)  
or on Compass

### Grading

All grades are based on the following:

<table>
<thead>
<tr>
<th>Component</th>
<th>Percent of Final Grade</th>
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</thead>
<tbody>
<tr>
<td>First Exam</td>
<td>25%</td>
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<tr>
<td>Second Exam</td>
<td>25%</td>
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<tr>
<td>Third/Final Exam</td>
<td>25%</td>
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<tr>
<td>In-Class Pop Quizzes (top 4 of 5)</td>
<td>25%</td>
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</tbody>
</table>
More Detail With Regard To Grading

In-Class Exams

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 primarily of multiple choice and true/false answers, but may include a short answer or essay portion at the instructor’s discretion. The Exams are closed book, closed notes. Please remember to bring a pencil - #2 or mechanical – to fill out your scantron sheet.

In-Class Pop Quizzes

Five (5) Pop Quizzes will take place during the semester. The dates for the Pop Quizzes will NOT be announced in advance. The Pop Quizzes will each take about 30 minutes and may take place at any point during the class – at the start of class, in the middle of class, or at the end of class.

The Pop Quizzes serve several purposes: 1) Only those who are actually attending class will be able to take the quiz - consequently, students will be incentivized to attend class; 2) a Pop Quiz may take place immediately at the start of class and no extra time will be given to students who arrive late - consequently, students will be incentivized to get to class on time; and 3) a Pop Quiz may involve material from the Required Reading for that day’s class - consequently, students will be incentivized to do the Required Reading before class.

It will typically NOT be possible to take a Pop Quiz at a later date. Consequently, it is highly recommended that you do the reading, attend class, and get to class on time. Obviously, if you are incapacitated (jail or coma, for example) or otherwise involuntarily unable to attend class (death in the family, etc.), then we can make other arrangements. However, having a big assignment due in another class, wanting to attend a fraternity event, cheer a sports competition, or leave early for a big weekend in Vegas are personal scheduling matters and not sufficient excuse for missing class or to clear an absence.
The total scores of 4 of the 5 Pop Quizzes form your Quiz grade. However, if you do in fact take the 5th Quiz, then the points from that Quiz will count as extra credit, but you can’t get more than 100% of the total Quiz points.

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

Final Grades
Average the scores from each of the three Exams 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
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, intellectual property, non-disclosure agreements, contracts, and other corporate legal issues particularly impacting startups.

Please note that this is merely an introductory class. 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 a Business, 2) Contracts, and 3) Intellectual Property. Each of the three sections will be the primary focus of one of the In-Class Exams described above.

An overall outline of the course appears on the following pages
<table>
<thead>
<tr>
<th>Class #</th>
<th>Date</th>
<th>Materials</th>
<th>Class Topic</th>
</tr>
</thead>
</table>
| 1      | Jan 23   | See www.joebarich.com | I. Basics and Forming a Business  
A. Business Entities  
1. Sole Proprietorship  
2. Partnership  
3. Corporation  
4. LLC |
| 2      | Jan 30   | See www.joebarich.com | 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 6    | See www.joebarich.com | 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  
5. Negotiation Exercise |
| 4      | Feb 13   | See www.joebarich.com | 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 |

Questions Before Exam
<table>
<thead>
<tr>
<th>Week</th>
<th>Date</th>
<th>Activity</th>
<th>Notes</th>
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<tbody>
<tr>
<td>5</td>
<td>Feb 20</td>
<td>See <a href="http://www.joebarich.com">www.joebarich.com</a></td>
<td>II. Contracts</td>
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<tr>
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<td>A. Introduction to Contracts</td>
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<td>1. What is a Contract</td>
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<td>2. Interpretation and</td>
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<td>Enforcement of Contracts</td>
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<td>3. Get It In Writing</td>
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<td>EXAM #1 – Second Half of Class</td>
<td>EXAM #1 – On Class 1-4 materials</td>
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<td>6</td>
<td>Feb 27</td>
<td>Review Exam #1</td>
<td>B. Contract Formation</td>
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<tr>
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<td>See <a href="http://www.joebarich.com">www.joebarich.com</a></td>
<td>1. Offer, Acceptance, and</td>
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<td>Consideration, etc.</td>
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<td>2. The negotiation process</td>
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<td>3. Practical contract terms and enforcing considerations</td>
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<td>4. “Reasonably promptly”, “best efforts”</td>
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<tr>
<td>7</td>
<td>Mar 6</td>
<td>See <a href="http://www.joebarich.com">www.joebarich.com</a></td>
<td>C. Specific Contracts and terms</td>
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<td>1. Performance</td>
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<td>2. Modification of Agreement</td>
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<td>3. Damages</td>
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<td>4. Warranties</td>
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<td>5. Non-Disclosure Agreements</td>
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<td>6. Non-Competes</td>
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<td>8</td>
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<td>See <a href="http://www.joebarich.com">www.joebarich.com</a></td>
<td>D. Specific Contracts and terms</td>
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<td>1. Term Sheets</td>
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<td>2. Terms and Conditions on Websites</td>
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<tr>
<td>9</td>
<td>Mar 20</td>
<td>See <a href="http://www.joebarich.com">www.joebarich.com</a></td>
<td>E. Specific Contracts and terms</td>
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<td>1. Lease Agreements</td>
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<td>2. IP Assignments</td>
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<td>3. Joint Venture Agreements</td>
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<td>4. Negotiation Exercise (Time Permitting)</td>
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<td>Questions Before Exam</td>
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<tr>
<td>Date</td>
<td>Day</td>
<td>Activity/Notes</td>
<td>Topic: Intellectual Property (IP)</td>
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| 10    | Apr 3| See [www.joebarich.com](http://www.joebarich.com) | III. Intellectual Property (IP)  
A. Into to IP  
1. Patents  
2. Copyrights  
3. Trademarks  
4. Trade Secrets |
| 10    | Apr 10 | Review Exam #2               | EXAM #2 – Second Half of Class  
EXAM #2 – On Class 5-9 materials  
See [www.joebarich.com](http://www.joebarich.com) |
| 12    | Apr 17 | See [www.joebarich.com](http://www.joebarich.com) | 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 |
| 13    | Apr 24 | See [www.joebarich.com](http://www.joebarich.com) | C. Trademarks  
1. What can be trademarked  
2. TM v. ®  
3. The Trademark Process  
4. Using Trademarks as Business Tools |

Questions Before Exam
<table>
<thead>
<tr>
<th>Date</th>
<th>May 1</th>
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<tbody>
<tr>
<td>See</td>
<td><a href="http://www.joebarich.com">www.joebarich.com</a></td>
</tr>
</tbody>
</table>

### IV. Additional Topics

**A. Practical Trademark Training For Startups**

**B. Additional Topics If Time Permits**
- Online slander/liable
- Products Liability
- Use of competitor’s trademark as a Google search term
- IP Enforcement against foreign infringers

### Questions Before Exam

- EXAM #3 – Second Half of Class
- EXAM #3 – On Class 10-13 materials