



302:Nuts & Bolts of Starting a Law Department from Scratch

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Richard S. Veys
General Counsel
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Faculty Biographies

Christopher D.T. Guiffre

Christopher D.T. Guiffre serves as senior vice president, general counsel, and secretary at Cubist Pharmaceuticals in Lexington, Massachusetts. He previously served as vice president, general counsel, and secretary.

Mr. Guiffre held various positions of increasing responsibility at Renaissance Worldwide, Inc., a provider of information technology consulting services, including counsel, corporate counsel, and director of legal affairs and vice president, general counsel, and clerk. Prior to joining Renaissance Worldwide, he was an associate at Bingham McCutchen LLP, a leading Boston law firm.

Mr. Guiffre is a member of the Massachusetts Bar.

Mr. Guiffre received a BS from Babson College, a JD from Boston College Law School, and an MBA from Boston College Carroll School of Management.

Molly McQueen

Molly A. McQueen is vice president and general counsel of Compass Advisors, LLC, a SEC registered investment advisor with offices in Coral Gables, Florida and Portland, Oregon. Ms. McQueen's responsibilities include providing general corporate legal and regulatory support to Compass Advisors, LLC, acting as compliance principal of CAI Compass Institutional Services, LLC, an affiliated broker-dealer, and providing general corporate and transactional support to affiliated private investment fund operations.

Prior to joining Compass Advisors, LLC, Ms. McQueen was chief counsel of Marsh & McLennan Securities Corporation, the investment banking subsidiary of Marsh & McLennan Companies, Inc., where she supported the company's mergers and acquisitions, complex insurance, and structured finance intermediation units at their midtown Manhattan office location. Ms. McQueen began her legal career at CAN Insurance Companies in Chicago, where she was counsel, first supporting the specialty operations division and later Hedge Financial Products, Inc., the company's New York-based securitization subsidiary.

Ms. McQueen is currently a board member of ACC's Oregon Chapter.

Ms. McQueen received a BA from Scripps College, a JD, magna cum laude, from Gonzaga University School of Law, and a LLM, with distinction, from Georgetown University Law Center.

Richard S. Veys

Richard S. Veys is special counsel for First Alert, Inc., the maker of smoke alarms, carbon monoxide detectors, and other home safety products. First Alert is a Chicago-based subsidiary of Sunbeam Products, Inc.

Before joining First Alert, Inc., Mr. Veys served as senior counsel to A.T. Kearney, Inc., a global management consulting firm. His earlier positions include general counsel for XL/Datacomp, a subsidiary of Storage Technology Corporation, and in-house counsel for NCR Corporation.

Mr. Veys has been active in ACC's Chicago Chapter for many years, having served on the chapter's board of directors as treasurer and as president. He belongs to ACC's Small Law Departments Committee and he coauthored an article for the March 2004 issue of the *ACC Docket*.

Mr. Veys received his BA from the University of Nebraska-Lincoln, and his JD, cum laude, from the University of Illinois College of Law in Champaign, Illinois.



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Introduction

- Goal:
 - Tips & Tools for Organizing and Managing Your Department from Day 1
 - Focus on “DIY” solutions

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Introduction

● Agenda:

- Managing Management
- Managing Budgets
- Managing Files
- Managing Common Tasks
 - Corporate Data
 - Contracts
 - Patents & Trademarks
- Information Dissemination (external)
- Information Sharing (internal)

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Introduction

● Attachments:

1. Sample Annual Report (PowerPoint)
2. Sample Goals Book (Word)
3. Sample Monthly Report (Word)
4. Sample Budget
5. Fees & Expenses Spreadsheet (Excel)
6. Files Index (Excel)

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Introduction

● Attachments:

- 7. Corporate Data Sheet (Word)
- 8. Sample Contract Template (Word)
- 9. Sample Contract Clauses (Word)
- 10. Sample Contract Database (CMS)
- 11. Sample Patent/TM System (CPI)
- 12. Sample Intranet Site
- 13. Sample Shared Drive Setup

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Managing Management

- Guess what? You know your job better than they do!
- Educate them
- Everyone will be much better off
 - Budgets more easily defended
 - Resources more readily acquired
 - Time more effectively managed

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Managing Management

- Minding the “hat rack”
 - Corporate
 - Company administration
 - Pension, benefits and employment matters
 - IT and physical plant
 - Transactional
 - Core business contracting
 - Deal specific
 - Regulatory

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Managing Management

- Annual Report (goal setting) *(Attachment 1)*
 - Tie to performance reviews or other MBO's
 - Benchmarking
 - Goals Book *(Attachment 2)*
- Periodic objectives/accomplishments meetings
- Monthly/weekly status reports *(Attachment 3)*

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Managing Budgets

- Break down total spending into component parts: *(Attachment 4)*
 - Outside legal fees
 - Salary/bonus/benefit costs for headcount
 - Travel
 - Dues & Subscriptions
 - CLE
 - Entertainment / Catering

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Managing Budgets

- Breakdown outside legal bills into common categories:
 - General Corporate and Securities
 - Significant Transactions
 - General Commercial
 - Financings
 - Benefits
 - Labor & Employment
 - Real Estate Matters
 - Compliance
 - General Counsel / Miscellaneous

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Managing Budgets

- Use your historical outside counsel fees tracking system to create rigorous forecasts
- Keep close records of the “little stuff” for pinpoint accuracy
- Use your Finance department’s rules for things like benefit allocation, estimated bonus payouts, cost per trip, *etc*
- **Focus on assumptions for business activity and make your budget contingent on those assumptions!**

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Managing Budgets

- Track outside fees & expenses (*Attachment 5*)
 - Categories
 - Matters
 - Firms or vendors
- Month/Quarter/Y-T-D views
- Actual spend vs. matter budget
- Forecasting for your overall budget
- Understanding/explaining trends

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Managing Files

- Labeling, storing & finding physical files
 - think long term
- Indexing and cross-referencing (*Attachment 6*)
 - by file number
 - by file name
 - by date created
 - by category or matter type
 - by client

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Managing Common Tasks

- Corporate data sheet (*Attachment 7*)
 - Tracks corporate “vitals”
 - Can be readily updated by staff
 - Store on intra-dept. shared drive for easy access
 - Name, jurisdiction, date of organization
 - FEIN
 - Shareholders/management
 - Other

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Managing Common Tasks

- Contract Formation
 - Don't recreate the wheel
 - Templates, templates, templates! (*Attachment 8*)
 - Use of schedules for negotiable terms
 - Takes routine contracting out of Legal
 - Standard/optional terms and clauses (*Attachment 9*)
 - Arbitration vs. choice of venue
 - Boilerplate clauses (amendments, successors, parol evidence, counterparts)
 - Disclaimers

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Managing Common Tasks

- Contracts Database (*Attachment 10*)
 - Central repository, accessible by multiple users
 - Reporting feature allows tracking and reporting contract status to clients
 - Prevents duplication, since database is searchable
 - Tracks contract volume and related costs
 - Reminder feature enables contracts managers to automatically remind clients of key contractual events (*e.g.*, expiration dates, milestone payments)

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Managing Common Tasks

- Contracts Database
 - Research contracts database vendors
 - Compare and contrast with what your IT group can create for you
 - There are multiple vendors out there.

- Samples shown are Contract Management Solutions, Inc.
www.cmsi.com

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Managing Common Tasks

- Contracts Database
 - Have contracts manager (or admin) enter data into the database as contracts progress
 - Have contracts manager (or admin) enter contracts into the database as executed
 - Think about reports you'll want generated and build such reporting capabilities into the system

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Managing Common Tasks

- **Contracts Database**
 - Scan executed contracts into the database or PDF files
 - Back-up in case originals are lost or destroyed
 - Can be forwarded to other employees who request copies (contract owner, accounting, business development, the CEO)
 - Name database administrator to develop best practices, provide training, oversee usage, and liaise with internal customers for customized reporting needs

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Managing Common Tasks

- **Contract Retention**
 - Start early!
 - Categorize your documents
 - Assign responsibility
 - Assess appropriate medium
 - Create clear guidelines
 - Conduct periodic review, audits and testing

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Managing Common Tasks

- Contract Retention
 - Central document repository
 - Good way to corral wayward documents
 - Assess whether Legal is appropriately resourced for storage
 - Decentralized document storage may be appropriate in some cases
 - If responsibility on business group, be sure that requirements are clear and reinforced

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Managing Common Tasks

- Patent & Trademark Management (*Attachment 11*)
 - Includes a database system, patent annuity payment capabilities, and a cost tracking system
 - Critical for handling patent & trademark work in-house
 - **Important** to have even if patent and trademark work is handled by outside counsel, but a **must have** before you attempt to transition such work in-house
 - Samples shown are Computer Packages, Inc.
www.computerpackages.com

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Managing Common Tasks

● Patent & Trademark Management

- Database system allows you to track deadlines for responses in patent and trademark cases and other information such as ownership, inventorship, countries of filing, status, cost, etc., and to generate reports
- Annuity payment system allows you to pay annual patent fees (and in some cases renew trademarks) around the world
- Cost tracking system allows you to keep track of how much you spend for a particular invention or mark around the work

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Managing Common Tasks

● Patent & Trademark Management

- Separate but related system is *Electronic Filing System*
- EFS is required to file documents at the US Patent & Trademark office (“USPTO”)
- EFS is controlled by the USPTO and is not part of any vendor’s patent & trademark management systems
- EFS provides cost savings since the USPTO may start charging a premium for filing paper copies
- Consult your IT department to ensure that EFS is compliant with your network and server settings

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Information Dissemination

- **Intranet Site** (*Attachment 12*)
 - Convince your IT team to establish a corporate intranet (this is the easy part)
 - Gather your team (if any) to brainstorm on what could be placed on the intranet to provide service to your clients
 - Launch your site with some flair, fanfare, and humor to get your clients to use it
 - Designate a website administrator to maintain and further develop your site over time

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Information Dissemination

- **Intranet Site**
 - Possible topics include:
 - Staff directory and bios
 - Contracts management
 - Compliance Spotlight
 - Training
 - Featured legal questions
 - Legal issues in the news
 - Lawyer joke library
 - Intellectual Property (IP)
 - FAQs

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Information Sharing (internal)

- Shared Repository for Work (*Attachment 13*)
 - Remember your days at the law firm and the expensive document management system
 - Replicate the system on a smaller, cheaper scale
 - Have IT department dedicate a drive on the network accessible only by members of the law department
 - Each member of your team has a folder on the shared drive

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Information Sharing (internal)

- Shared Repository for Work
 - Your admin “owns” the shared drive – no one else can create folders (exc. in personal folders)
 - Watch the drive fill with reusable work product and watch employees leverage that work
 - Stop worrying about losing work product to laptop disasters or departing employees
 - Know where everything is because of your great organizational skills

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302-Nuts & Bolts: Attachment 1

2004 Annual Plan

ABC Law Department
Maggie Smith, General Counsel

2003 Accomplishments

- AAA
- BBB
- CCC
- DDD

2003 Financial Performance

- Actual vs. Budget
- Metrics:
 - Legal Expense as % of Revenue
 - Benchmark:
 - Fully-loaded cost per hour \$____
 - Benchmark:
 - Other

2004 Goals/Challenges

- Key legal projects/issues
 - XXX
 - YYY
 - ZZZ
- Law Department management issues

2004 Financial Plan

- Budget
- Metrics (targets)
- Management Objectives (MBO's)

*Law Department Aspirations (commitments to ourselves)***Attitudinal Aspirations**

- Achieve 100% of our department goals (for the 1st time and start a tradition).
- Consider our clients' goals our own.
- Demand excellence from ourselves and push ourselves from good to great.
- No excuses – just results.

Behavioral Aspirations

- Continue to improve our knowledge of our client and our industry.
- Continue to improve our Law Department outreach program and continue to improve on not being the “last stop” in business processes.
- Eat, sleep, and breathe customer service.
- Be the gold standard for meeting note taking and follow-through.
- Continue to ensure that the Company sets the standard for superior corporate governance and transparency.

Deliverables-based Aspirations

- Expand the Company's template library to include well considered (and thoroughly scrubbed with all relevant constituencies) term sheets and contracts for in-licensing, out-licensing, and manufacturing deals.
- Create Law Department intranet site.
- Maintain good standing in 50 states, D.C., Puerto Rico, and Guam.
- No late or inaccurate Section 16 filings.
- Create FAQs and other useful info for intranet site.

Transaction Team Goals

Transaction Team Goals	Weight
Exceed 2003 contract manager output in terms of quality of contracts, number of contracts processed, mastery of substantive legal issues and drafting precision	15%
Promptly process all contracts necessary to support successful product launch	10%
Promptly process all contracts necessary to support the development of Company's pipeline	10%
Promptly process all contracts necessary to support internal infrastructure groups	10%
Assist with and complete the overhaul of the requisition process with finance	15%
Roll out statement of work and PO training by end of Q2	15%
Complete online contracts manager handbook (annotations file) by end of Q2 and establish a process for continuous updating	10%
Disseminate 2003 contracts manager survey by end of January and tabulate results by end of Q1	10%
Pull in CT requests from outside firm starting in Q3; pull in some contract drafting from outside firm on in-licensing deals	5%

IP Team Goals

Goal	Weight
<p>Execute activities necessary for a successful launch of product</p> <ul style="list-style-type: none"> Develop, communicate, and execute a next generation IP strategy for product lifecycle management strategy Effectively support Business Development's out-licensing activities, including, but not limited to, at least one foreign collaboration Effectively manage worldwide registration of product trademark 	35%
<p>Execute activities necessary for the successful development of Cubist's pipeline</p> <ul style="list-style-type: none"> Support all Business Development activities, including, but not limited to, contract drafting, term sheet draft and counseling, diligence, and deal negotiation. Develop, communicate, and execute an IP strategy (as appropriate for the stage of development) for all pipeline candidates and for R&D generally Effectively support R&D activities including, but not limited to, providing IP clearance of materials to be acquired and assisting to obtain IP rights, as necessary 	35%
<p>Enhance and expand our cost containment efforts</p> <ul style="list-style-type: none"> Increase emphasis on "bang for the buck" mentality in all interactions with outside law firms Develop infrastructure for handling trademark work in-house and transfer as much trademark work in-house as appropriate by end of Q2 Continue to manage all IP related legal matters efficiently and effectively to maintain cost containment while expanding and improving IP legal services Increase cost/benefit emphasis on allocation of IP resources by increasing business involvement in such decisions 	15%
<p>People and IP Team development</p> <ul style="list-style-type: none"> Define each team member's role clearly and appropriately and communicate roles to the rest of the organization to maximize efficiency and proactivity Effective use of quarterly IP Committee meetings to communicate IP issues to senior management and create policy for IP decisions Expand and improve IP legal services, including increasing our presence and involvement with client planning and execution Recruit and hire a top-notch individual to fill the IP Legal Assistant position, define the role clearly, delegate appropriately, and effect a seamless integration into Company by end of Q1. Maximize use of and benefit from legal interns by involving interns appropriately in IP projects Demonstrate in all our actions the highest level of customer service 	15%

Individual (Law Department) Goals

Include individual goals here, providing each individual their goals only, except managing attorneys who get their own goals and those of their direct reports.

320-Nuts & Bolts: Attachment 3

*PRIVILEGED AND CONFIDENTIAL
ATTORNEY-CLIENT COMMUNICATION*

MEMORANDUM

TO: CEO
FROM: GC
SUBJECT: Status Report – July 2004

Major Accomplishments:

X-Mart TV Contract: Completed contract for six-month placement of advertising spots on X-Mart's in-store TV network.

FLSA Class Action: Obtained summary judgment that customer service managers were properly classified as exempt.

Refinance Due Diligence: Completed responses to bank's due diligence requests in connection with refinance project.

New Matters:**Contracts**

Y-Mart Event Agreement: Agreement for hosting promotional events at Y-Mart locations in October.

Catering Services: Contract for all on-site catering services.

XYZ Group: Received comments and requested changes from prospective Sales Rep on our form Sales Representative Agreement.

Employment

Jane Smith: EEOC charge; claims age discrimination in rejecting employment application for position at Pottsville plant.

Intellectual Property

GDK: Claim that our FE pressure gauge infringes GDK patent.

Invention Disclosures: Received 3 new disclosures this month.

Significant Ongoing Projects:

Contracts

ABC Corp: Provided comments/revisions for proposed Vendor Agreement 6/28/04. Received ABC's response 7/09/04 and had conference call with buyer 7/14/04. Received draft amendment with agreed and proposed changes 7/21/04. Sent red-lined response 7/23. Conf call scheduled on 8/5/04 to resolve final issues.

XYZ License: - - - - -

Litigation and Disputes

TUV Preference claim: Completing responses to interrogatories and production of documents. Finalizing analysis of "new value" defense. Mediation scheduled for 8/20/04

FGE Company: - - - - -

Patents and Trademarks

MNO Cross-License: - - - - -

Patent Applications in process: - - - - -

Corporate/Real Estate

Dissolve Australian Subsidiary: - - - - -

Employment Matters

Sexual Harassment Training Program: - - - - -

IBEW Contract Negotiations: - - - - -

XYZ Corp

302-Nuts & Bolts: Attachment 4

Salary Budget worksheet - 2004

Salary				Jan-04	Feb-04	Mar-04	Apr-04	May-04	Jun-04	Jul-04	Aug-04	Sep-04	Oct-04	Nov-04	Dec-04	Total
Current Employees	Title	Current Salary	Raise													
Smith, James	Sr. VP, Gen. Counsel & Secretary	\$ 100,000.00	0.0%	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	100,000
Doe, Jane	Executive Coordinator	\$ 100,000.00	0.0%	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	100,000
Smith, John	Ex. Dir. Assoc. General Counsel & Chief IP Counsel	\$ 100,000.00	0.0%	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	100,000
Doe, Jennifer	Patent Agent	\$ 100,000.00	0.0%	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	100,000
Doe, June	Paralegal	\$ 100,000.00	0.0%	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	100,000
Doe, Julie	Exec. Dir., Associate Gen. Counsel	\$ 100,000.00	0.0%	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	100,000
Doe, Joan	Contracts Manager	\$ 100,000.00	0.0%	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	100,000
Doe, Jan	Contracts Attorney	\$ 100,000.00	0.0%	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	100,000
Doe, Joyce	Contracts Manager	\$ 100,000.00	0.0%	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	100,000
Doe, Jackie	Sr. Coordinator	\$ 100,000.00	0.0%	1,753	1,753	2,191	1,753	1,753	2,191	2,804	2,804	3,506	2,804	2,804	3,506	29,622
Smith, Joseph	Risk Manager	\$ 100,000.00	0.0%	8,333	8,333	8,333	8,333	8,333	0	0	0	0	0	0	0	41,667
		\$ -	4.0%	0	0	0	0	0	0	0	0	0	0	0	0	0
11				85,086	85,086	85,524	85,086	85,086	77,191	77,804	77,804	78,506	77,804	77,804	78,506	971,289
New Hires (list start date in place of name)				11	11	11	11	11	11	11	11	11	11	11	11	
	Title	Est. Annual Salary														
Jan-04	IP Counsel	\$ 100,000.00		8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	100,000
Jul-04	Assoc. Corp. Counsel	\$ 100,000.00		0	0	0	0	0	0	8,333	8,333	8,333	8,333	8,333	8,333	50,000
		\$ -		0	0	0	0	0	0	0	0	0	0	0	0	0
		\$ -		0	0	0	0	0	0	0	0	0	0	0	0	0
Total				8,333	8,333	8,333	8,333	8,333	8,333	16,667	16,667	16,667	16,667	16,667	16,667	50,000
2				1	1	1	1	1	2	2	2	2	2	2	2	
Grand total				93,419	93,419	93,858	93,419	93,419	85,524	94,471	94,471	95,172	94,471	94,471	95,172	1,121,289
13				12	12	12	12	12	13	13	13	13	13	13	13	
Bonus																
Current Employees	Title	Bonus		Jan-04	Feb-04	Mar-04	Apr-04	May-04	Jun-04	Jul-04	Aug-04	Sep-04	Oct-04	Nov-04	Dec-04	Total
Smith, James	VP, Gen. Counsel & Secretary	\$ 100,000.00	50.0%	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	100,000
Doe, Julie	Assist. Gen. Counsel	\$ 100,000.00	50.0%	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	100,000
Smith, John	Chief IP Counsel	\$ 100,000.00	50.0%	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	100,000
All EE Year End bonus		\$ 100,000.00		1,000	1,000	1,000	1,000	1,000	1,083	1,083	1,083	1,083	1,083	1,083	1,083	12,583
Add'l Mgr. Bonus		\$ 100,000.00		8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	8,333	100,000
		\$ -		0	0	0	0	0	0	0	0	0	0	0	0	0
		\$ -		0	0	0	0	0	0	0	0	0	0	0	0	0
Total				34,333	34,333	34,333	34,333	34,333	34,417	34,417	34,417	34,417	34,417	34,417	34,417	412,583

XYZ Corp

Travel Budget worksheet - 2004

		Assumption Key													
Account	Cost		Dom	Int'l											
Airfare	Trip		\$ 1,000	\$ 2,000											
Hotel	Day		\$ 150	\$ 200											
Car Rental	Day		\$ 50	\$ -											
EE Meals	Day		\$ 100	\$ 100											
Parking/Tolls/Taxis	Trip		\$ 75	\$ 75											
		Jan-04	Feb-04	Mar-04	Apr-04	May-04	Jun-04	Jul-04	Aug-04	Sep-04	Oct-04	Nov-04	Dec-04	Total	
Domestic Travel	# Of Trips	1	1	1	1	1	1	1	1	1	1	1	1	12	
	Days / Trip	3	3	3	3	3	3	3	3	3	3	3	3		
International Travel	# Of Trips	0	1	0	0	0	0	0	0	0	0	0	0	1	
	Days / Trip	0	4	0	0	0	0	0	0	0	0	0	0		
	Airfare	\$ 1,000	\$ 3,000	\$ 1,000	\$ 1,000	\$ 1,000	\$ 1,000	\$ 1,000	\$ 1,000	\$ 1,000	\$ 1,000	\$ 1,000	\$ 1,000	\$ 14,000	
	Hotel	\$ 450	\$ 1,250	\$ 450	\$ 450	\$ 450	\$ 450	\$ 450	\$ 450	\$ 450	\$ 450	\$ 450	\$ 450	\$ 6,200	
	Car Rental	\$ 150	\$ 150	\$ 150	\$ 150	\$ 150	\$ 150	\$ 150	\$ 150	\$ 150	\$ 150	\$ 150	\$ 150	\$ 1,800	
	EE Meals	\$ 300	\$ 700	\$ 300	\$ 300	\$ 300	\$ 300	\$ 300	\$ 300	\$ 300	\$ 300	\$ 300	\$ 300	\$ 4,000	
	Parking/Tolls/Taxis	\$ 75	\$ 150	\$ 75	\$ 75	\$ 75	\$ 75	\$ 75	\$ 75	\$ 75	\$ 75	\$ 75	\$ 75	\$ 975	
	Total	\$ 1,975	\$ 5,250	\$ 1,975	\$ 1,975	\$ 1,975	\$ 1,975	\$ 1,975	\$ 1,975	\$ 1,975	\$ 1,975	\$ 1,975	\$ 1,975	\$ 26,975	
Assumptions:															
Joe	2 dom., 1 Int'l	Assumes the one Intl trip would be taken in Q1 2004													
Jim	4 dom.														
Jane	2 dom.														
Rest of Staff	4 dom.														

XYZ Corp

Patent Expense Budget worksheet - 2004

Acct. #6460	Patent expense												
Project/Study													
Patent Prosecution													
Trademark Matters													
Legal Opinions													
Counseling													
Licensing/Due Diligence													
PATENT PROSECUTION													
Governmental Fees													
File US Utility Application (1)	(x2)	???											
File US Provisional Application	(x10)	???											
US Prosecution Fees		???											
File PCT Application	(x2)	???											
Maintenance Fees		???											
Nat'l Phase Filings	(x2)	???											
Foreign Prosecution Fees		???	(~ 140 Foreign cases pending)										
Outside Counsel Fees													
Nat'l Phase Filings	(x2)	???											
Foreign Prosecution Fees		???	(~ 140 Foreign cases pending)										
Patent Drafting/US Prosecution (2)	(x1)	???											
TOTAL PATENT PROSECUTION		???											
TRADEMARK MATTERS													
Clearance Search/Analysis (3)	(x10)	???											
File Trademark Application (4)	(x4)	???											
Trademark Prosecution (5)		???											
Trademark Oppositions		???											
Domain Name Reg./Renewal (6)	(x7)	???											
TOTAL TRADEMARK MATTERS		???											
OTHER OUTSIDE LEGAL FEES													
Legal Opinions (7)	(x2)	???											
Counseling (8)	(x1)	???											
Licensing/Due Diligence (9)	(x5)	???											
Total OTHER OUTSIDE LEGAL FEES		???											
GRAND TOTAL		???											
(1) Assumes filing applications for A, B and C. (2) Assumes all patent drafting and US patent prosecution handled in-house (except Case A and Case B -- Case B reimbursed by J) (3) Includes searches for A and B trademarks. (4) Includes applications for A and B trademarks. (5) Assumes trademark prosec./opp. for (Drug A and 2 back-ups) will continue. (6) Assumes three new domain name registrations (7) Assumes two legal opinions will be necessary, one for A and one other potential opinion (8) Assumes general IP counseling done in-house; some advice from outside counsel													

XYZ Corp

Legal Expense Budget worksheet - 2004

Acct. #6430		Legal Expenses (external)									
Assumptions:											
Proj/Study	Vendor	Amount	Historical Data:								
Gen. Corp/Securities	Firm A	???									
Significant Transactions (1)	Firm A	???	Deal A							???	
General Commerical	Firm A	???	Deal B							???	
Financings (2)	Firm A	???	Deal C							???	
Benefits	Firm B	???	Deal D							???	
Labor & Employment (3)	Firm C	???	Deal E							???	
Real Estate (4)	Counsel TBD	???	Deal F							???	
Marketing Compliance Counsel	Firm D	???	Deal G							???	
Products Liability Counsel (5)	Firm E	???	Deal H							???	
General Counsel/Miscellaneous	TBD	???	Deal I							???	
	Total	???									
(1) Assumes 1 [] transaction and 2 [] transactions											
(2) Assumes 1 financing											
(3) Assumes no case that progresses to litigation; assumes no layoffs											
(4) Assumes termination of lease or sublease of space A											
Modulize:											
(A) 1 [] transaction		???									

XYZ Corp

Dues & Subscription Budget worksheet - 2004

7610	Dues & Subscriptions		????						
Assumptions:									
	Description	Goal	Annual Cost						
Dues									
	State Bar (BBO)	x6	???						
	ACCA (American Corporate Counsel Association)	x3	???						
	EOA (Ethics Officer Association)	x1	???						
	ASCS (American Society for Corporate Secretaries)	x1	???						
	NACD (National Association of Corporate Directors)	x1	???						
	IPOA (Intellectual Property Owners Association)	x1	???						
	NYBA (New York Bar Association)	x1	???						
	MPA (Mass Paralegal Association)	x1	???						
	ACS (American Chemical Society)	x1	???						
	AIPLA (American Intellectual Property Law Assoc.)	x1	???						
	LES (Licensing Executive Society)	x1	???						
Subscriptions									
	PUB Romeo & Dye (Section 16)		???						
	PUB Bowne (SEC red book)		???						
	PUB FDA Advertising & Promo Manual		???						
	PUB Patent Throughout the World		???						
	PUB Trademarks Throughout the World		???						
	PUB Patent Office Rules & Practice		???						
	PUB Corporate Board Member		???						
	PUB BNA Healthcare Fraud Report		???						
	PUB Hirsch Labor & Employment Updates		???						
	PUB Pharma Patent Bulletin		???						
	Miscellaneous								
	Subtotal		\$0						
7022 Software/Information Subscriptions - Customer									
				From IT					
	SERV Corporate Counsel.net			???	7022 Software/Information Subscriptions - Customer				
	SERV Lexis/Nexis			???	7022 Software/Information Subscriptions - Customer				
	SERV NERAC (1)			???	7022 Software/Information Subscriptions - Customer				
	SERV CPI			???	7031 Software Maintenance - Customer				
	SERV Contract Manager			???	7031 Software Maintenance - Customer				
	SERV STN-Columbus (1)		0	???	7022 Software/Information Subscriptions - Customer				
	SERV Copyright Clearance Center (1)		0	???	7022 Software/Information Subscriptions - Customer				
	SERV Section 16.net			???	7022 Software/Information Subscriptions - Customer				
	SERV CMSI								
	Subtotal			???					
	TOTAL	7022 Software/Information Subscriptions - Customer	???						
	TOTAL	7031 Software Maintenance - Customer	???						
(1) Used by other departments									

XYZ Corp
Training Budget worksheet - 2004

Acct. # 7610	Training	CLE = Continuing Legal Education		
<u>EE</u>	<u>Cost</u>	<u>Total</u>		
Managing Attorney (x3)	???	???		
Members of IP Team (x3)	???	???		
Members of Transactions Team (x3)	???	???		
	Total	\$ -		

XYZ Corp

Catering Budget worksheet - 2004

Acct. 6215	Catering		
QTY	Descrip.	Cost per	Tot. Cost
5	Lunches with Legal	???	???
12	Staff Meetings	???	???
12	** Business Lunches	???	???
Total			\$ -
** Including interviews & in-house catering for lunch meetings			

Legal Fees & Expenses

302-Nuts Bolts: Attachment 5

	Jan.	Feb.	Mar.	Q1 Total	Apr.	May	June	Q2 Totals	July	Aug	Sep	Q3 Totals	Oct	Nov	Dec	Q4 Totals	Year Totals
<u>General Litigation</u>																	
Alpha				-				-				-				-	-
- Smith & Smith	21,332	14,870	11,202	47,404	4,306	6,680	2,115	13,101	3,994			3,994					64,499
- court reporting fees	4,066	2,003		6,069				-				-					6,069
- arbitrator fees	3,200		3,000	6,200			900	900				-					7,100
Beta				-				-				-				-	-
- Jones & Jones	570	783	3,482	4,835	2,928	1,499	330	4,757	1,010	882	413	2,305	227	469	1,765	2,461	14,358
Gamma Bankruptcy				-				-				-				-	-
- Smith & Jones	78	199		277				-	230	675	114	1,019		108		108	1,404
Delta Pref. Claim				-				-				-				-	-
- Jones & Smith				-		940	1,909	2,849	3,377	2,018	664	6,059	580	302		882	9,790
Epsilon				-				-				-				-	-
- Jones, Jones & Jones				-				-		4,007	1,264	5,271	3,811	983	2,160	6,954	12,225
Zeta				-				-				-				-	-
- MegaFirm				-				-				-	6,680	17,102	26,333	50,115	50,115
Category Totals	29,246	17,855	17,684	64,785	7,234	9,119	5,254	21,607	8,611	7,582	2,455	18,648	11,298	18,964	30,258	60,520	165,560
<u>Intellectual Property</u>																	
Trademark Reg.				-				-				-				-	-
- IP Boutique	4,250	2,276	1,282	7,808	2,473	1,992	2,036	6,501	1,093	3,878	816	5,787	1,178	1,760	2,782	5,720	25,816
Patents				-				-				-				-	-
- IP Boutique	11,086	10,443	4,611	26,140	180	8,140	5,502	13,822	9,221	6,734	10,085	26,040	7,008	4,190	3,881	15,079	81,081
Eta Infringement				-				-				-				-	-
- IP Boutique	5,411	4,484	884	10,779	1,737	3,666	2,579	7,982	659	232		891					19,652
Theta cross license				-				-				-				-	-
- IP Boutique	3,003	3,345	4,320	10,668	360	720		1,080				-					11,748
Iota TM Opposition				-				-				-				-	-
- IP Boutique	2,638	8,611	10,042	21,291	3,780	6,228	5,588	15,596	1,881			1,881	677	1,440	2,746	4,863	43,631
Kappa Litigation				-				-				-				-	-
- IP Boutique				-	1,490	1,058		2,548	339	612	905	1,856	2,014	2,561	1,780	6,355	10,759
- Local Counsel				-	275	565		840		230		230					1,070
- damages expert				-				-				-	1,109	3,500		4,609	4,609
Category Totals	26,388	29,159	21,139	76,686	10,295	22,369	15,705	48,369	13,193	11,686	11,806	36,685	11,986	13,451	11,189	36,626	198,366

Legal Fees & Expenses

302-Nuts Bolts: Attachment 5

	Jan.	Feb.	Mar.	Q1 Total	Apr.	May	June	Q2 Totals	July	Aug	Sep	Q3 Totals	Oct	Nov	Dec	Q4 Totals	Year Totals
<u>Product Liability</u>																	
Lamda				-				-				-				-	-
- Smyth & Smythe	778	545	120	1,443		868	311	1,179	1,244	166		1,410		389	125	514	4,546
Mu subrogatn claim				-				-				-				-	-
- Smyth & Smythe			610	610	1,118	226		1,344		434	875	1,309	299	955	188	1,442	4,705
Nu Product Review				-				-				-				-	-
- Smyth & Smythe				-	2,277	1,909	590	4,776				-				-	4,776
Xi				-				-				-				-	-
- Smyth & Smythe				-				-	1,400	626		2,026			1,883	1,883	3,909
Category Total	778	545	730	2,053	3,395	3,003	901	7,299	2,644	1,226	875	4,745	299	1,344	2,196	3,839	17,936
<u>Employment</u>																	
Union Bargaining				-				-				-				-	-
- Doe & Doe	1,342	2,549	6,333	10,224				-				-				-	10,224
OFCCP audit				-				-				-				-	-
- Roe & Roe			3,065	3,065	2,111	1,259	2,007	5,377	845			845				-	9,287
Benefits review				-				-				-				-	-
- Consultants R Us			699	699	1,012	722	615	2,349	1,208	412		1,620				-	4,668
Pi EEOC charge				-				-				-				-	-
- Roe & Roe			757	757	912	1,456		2,368	844	1,622	443	2,909	369			369	6,403
Rho Comp claim				-				-				-				-	-
- Roe & Roe				-		910	680	1,590	410	322		732				-	2,322
Sigma EEOC charge				-				-				-				-	-
- Roe & Roe				-				-		2,022	6,741	8,763	11,212	3,287	8,220	22,719	31,482
Category Total	1,342	2,549	10,854	14,745	4,035	4,347	3,302	11,684	3,307	4,378	7,184	14,869	11,581	3,287	8,220	23,088	64,386

Legal Fees & Expenses

302-Nuts Bolts: Attachment 5

	Jan.	Feb.	Mar.	Q1 Total	Apr.	May	June	Q2 Totals	July	Aug	Sep	Q3 Totals	Oct	Nov	Dec	Q4 Totals	Year Totals
<u>Real Estate</u>																	
HQ sublease				-				-				-				-	-
- Tinkers Evers Chance	1,608	2,666	1,774	6,048				-				-				-	6,048
Quiet Title - Wichita				-				-				-				-	-
- Woodward Bernstein			1,820	1,820	1,129	890	465	2,484	1,673	672	1,188	3,533	740			740	8,577
Dist Center repairs				-				-				-				-	-
- Stan & Ollie				-		909	1,413	2,322	505	1,217	430	2,152	621	337	350	1,308	5,782
				-				-				-				-	-
				-				-				-				-	-
				-				-				-				-	-
				-				-				-				-	-
Category Total	1,608	2,666	3,594	7,868	1,129	1,799	1,878	4,806	2,178	1,889	1,618	5,685	1,361	337	350	2,048	20,407
<u>Corporate</u>																	
Mexico dividends				-				-				-				-	-
- Abogados S.C.	808	1,254	798	2,860				-				-				-	2,860
Dissolve Aus. Sub				-				-				-				-	-
- Solicitors Ltd.	717	460	295	1,472	615	320		935				-				-	2,407
Governance Review				-				-				-				-	-
- Lay & Fastow			2,321	2,321	4,615	3,090	1,528	9,233	1,806			1,806				-	13,360
Project Beehive				-				-				-				-	-
- Austin & Powers				-		1,667	9,303	10,970	7,414	4,200	5,734	17,348	5,118	2,050	7,331	14,499	42,817
Upsilon Asset Sale				-				-				-				-	-
- Austin & Powers				-				-				-		1,867	3,337	5,204	5,204
Category Total	1,525	1,714	3,414	6,653	5,230	5,077	10,831	21,138	9,220	4,200	5,734	19,154	5,118	3,917	10,668	19,703	66,648
				-				-				-				-	-
				-				-				-				-	-
Total - All Categories	60,887	54,488	57,415	172,790	31,318	45,714	37,871	114,903	39,153	30,961	29,672	99,786	41,643	41,300	62,881	145,824	533,303

Category		Matter Type	
CM		Comm	Customer
CR			Dist/Rep
EM			Supplier
IP			NDA
LT			Infrast
RE			Mktg
RG			
AD		Corp	Finance
			Governance
			M&A
			Compliance
		Empl	Policy
			Emp Prac
			Comp/Ben
			Labor
		IP	Patent
			Trademark
			Tech License
			TM License
			Infringement
		Litig	Prod Liab
			Comm Lit
			AR/Bankruptcy
			Subpoena
		Real Est	Lease
			Other
		Reg	CPSC
			FTC
			Other
		Admin	Staff
			Plan
			Budget
			Reports

Categories	Matter Types
CM = Commercial	Customer Dist/Rep (Distributors/Sales Reps) Supplier NDA (Nondisclosures) Infrast (support services; e.g. telecom, IT, travel services) Mktg (marketing & Product Development)
CR = Corporate	Finance Governance M&A Compliance
EM = Employment	Policy Emp Prac (hiring, performance, terminations, EEOC) Comp/Ben (compensation/benefits) Labor
IP = Intellectual Property	Patent Trademark Tech License (technology licensing in/out) TM License (trademark licensing in/out) Infringement
LT = Litigation/Disputes	Prod Liab (product liability) Comm Lit (commercial relationship disputes) AR/Bankruptcy (collections) Subpoena (non-party)
RE = Real Estate	Lease (leased properties) Other (owned properties and other)
RG = Regulatory	CPSC (Consumer Product Safety Commission) FTC (Federal Trade Commission) Other (incl. legislative)
AD = Dep't Administrative	Staff Plan (Annual Plan, MBO's, Goals) Budget Reports (status reports)

302-Nuts & Bolts: Attachment 7

Name of Company	Domestic Registry #	Foreign Registry #s	Directors	Officers	Date of Formation	Ownership	FEIN
XYZ Corp.	DE #1234567	FL#xxxxxxxx NY#xxxxxxxx	John Doe Jane Doe	-CEO -President -CFO -Treasurer -Secretary	01-01-04	ABC Corp.	xx-xxxxxxx

302-Nuts & Bolts: Attachment 8**ONTHEBALL ADVISORY CORPORATION****MAIN BODY OF CONSULTING SERVICES AGREEMENT**

1. **Services.** OTB shall provide those Consulting Services set forth in Schedule A, attached to and incorporated herein as an integral part of this agreement.
2. **Fees and Expenses** For the services rendered under this agreement, Client shall pay OTB a consulting fee ("Advisory Fee") in accordance with the Schedule of Compensation set forth in Schedule B, attached to and incorporated herein as an integral part of this agreement.

SCHEDULE A
CONSULTING SERVICES

OTB's services to Client encompass review and monitoring of investment activities of investment advisers retained by Client to manage and supervise Client's assets. In connection with the foregoing, OTB's services to Client will specifically encompass the following:

- asset allocation (by investment class and within such investment classes)
- investment adviser evaluation and search services
- customized portfolio monitoring and evaluation services
- search services for third parties performing services related to management of assets (e.g., custodians, accountants, attorneys, administrators)

SCHEDULE B
SCHEDULE OF COMPENSATION

1. Client shall pay OTB an "Advisory Fee" in an amount equal to: (i) an annual fee of \$[], prorated and payable quarterly in advance, plus; (ii) an annual fee of [] basis points multiplied by the market value of all the Client's assets, including cash and securities, prorated and payable quarterly in arrears and based on the value of the Client's assets calculated on the last business day of the quarter.

2. By initialing in the space provided after this paragraph, Client desires the bank, trust company, broker-dealer or other entity, which is acting as the custodian of the Client's assets to pay to OTB the fee described on this Schedule B upon receipt of OTB's invoice for services rendered hereunder. In addition, Client hereby authorizes OTB to provide to such custodian of Client's assets a copy of this agreement as evidence of the authorization granted pursuant to this paragraph.

Client Initials _____

302-Nuts & Bolts: Attachment 9

USE YOUR "CLAUSE"**Principle #1: When your clients have a choice in negotiating position – spoon feed them!**

[Instruction to Contracting Personnel: Use of either Clause A or Clause B is acceptable –any other request defer to Legal]

A. Arbitration All controversies and claims arising out of or relating to this agreement, or the breach hereof, shall be governed by the laws of the State of New York, without regard to principles of conflicts of laws, and settled by arbitration in New York City, New York in accordance with the Commercial Arbitration Rules of the American Arbitration Association, or such other arbitration tribunal mutually agreed upon by the parties, and judgment upon the award rendered by the arbitrator(s) may be entered in any court having jurisdiction thereof.]

B. Governing Law. This agreement, and the relationships of the parties in connection with the subject matter of this agreement, shall be governed and determined in accordance with the laws of the State of New York, without regard to principles of conflicts of laws, and venue in any legal action shall exist in the State and Federal courts sitting in the Borough of Manhattan in New York City.]

Principle #2: Repeatedly redrafting standard miscellaneous clauses is not only an inefficient use of time; it's also a real bore!

[Use as checklist for third-party contracts or in developing new internal agreements]

Amendment. No amendment, interpretation or waiver of any of the provisions of this agreement shall be effective unless reduced to writing and signed by, or on behalf of, the parties.

Assignment. Except assignments by Company of any or all of its rights and obligations hereunder to any affiliate of Company, this agreement and the rights and obligations hereunder may not be transferred or assigned except upon prior written agreement of both parties.

Authority. Each of the parties to this agreement hereby represents and warrants that it is duly authorized and empowered to execute, deliver and perform this agreement and that such action does not conflict with or violate any provision of law, rule or regulation, contract, deed or trust, or other instrument to which it is a party or to which any of its property is subject and that this agreement is a valid and binding obligation enforceable in accordance with its terms.

Captions. Captions contained in this agreement are inserted only as a matter of convenience and in no way define, limit or extend the scope or intent of this agreement or any provision hereof.

Counterparts. This agreement may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall be deemed to be one and the same agreement.

Entire Agreement. This agreement contains the entire agreement between the parties with respect to the subject matter of this agreement and supersedes all prior agreements between the parties, whether written or oral, with respect to the subject matter hereof.

Notice. Any notice or other communication contemplated by any provision of this agreement shall be made by hand delivery, overnight mail or fax,

(a) if to Client, at []

(b) if to Company, at On the Ball Boulevard, Smart Town, USA,
telephone: 555-555-5550, telefax: 555-555-5551,

but any party may designate a different address by a notice similarly given to the other parties. Any such notice or communication shall be deemed given: (i) when delivered by hand, if personally delivered; (ii) two business days after being deposited with an overnight courier service; and (iii) when receipt is acknowledged, if faxed on a business day and otherwise on the first business day thereafter.

Severability. Any term or provision of this agreement which is invalid or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such invalidity or unenforceability without rendering invalid or unenforceable the remaining terms or provisions of this agreement or affecting the validity or enforceability of any of the terms or provisions of this agreement in any other jurisdiction.

Successors. This agreement and the rights and obligations hereunder shall inure to the benefit of and be binding upon each of the party's successors, assignees and transferees of every kind, provided, however, that any attempted assignment or transfer in violation of the provisions of this agreement shall be null and void.

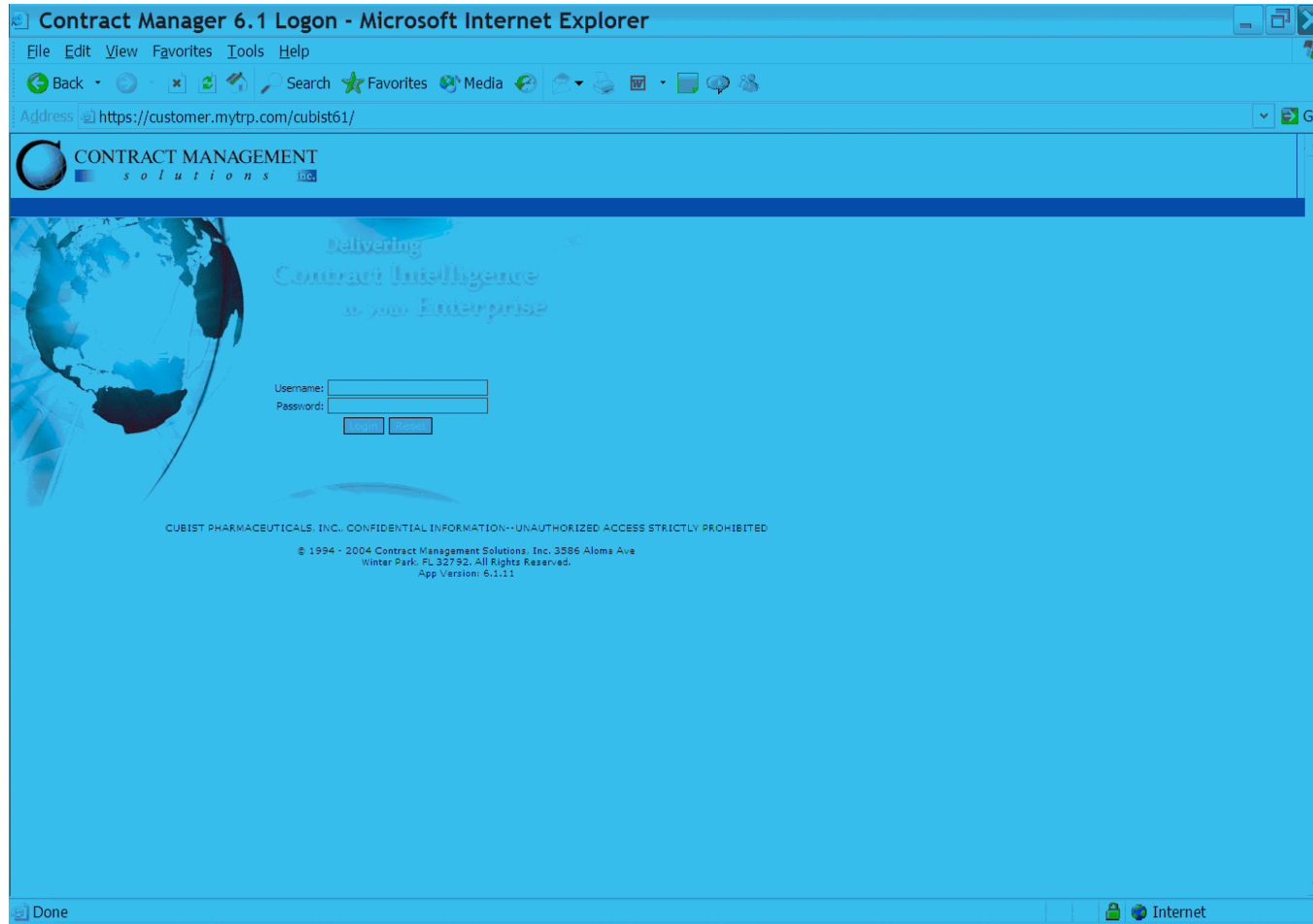
Waiver. A failure to enforce or to require the performance at any time of any of the provisions of this agreement shall not be construed to be a waiver of such provision and shall not affect either the validity of this agreement, or any part hereof, or the right of any party to enforce the provisions of this agreement.

Principle # 3: If you have to select one template to use, by all means go with your corporate disclaimer!

[Put this on the company intranet, file it in the shared drive, make it the company screen saver, tape it to the bathroom stall doors]

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Cubist uses Contract Manager™, version 6.1.

302-Nuts & Bolts: Attachment 10

Contract Manager 6.1 - Microsoft Internet Explorer

All Contracts (4310) | Active Contracts (2494) | In Process Contracts (322) | Inactive Contracts (1494) | Expiring

Filter by: Company Name | Apply Filter | Clear Filter

All Contracts Legend: Active In Process Inactive

Showing Results 1 - 20 of 4310 Page 1 of 216

Company Name	Internal Contract Number	Contract Purpose	Contract Type	Agreement Type
3-Dimensional Pharmaceuticals, Inc.	301-01522		Confidential Disclosure Agreement	Individual
360i.com, Inc.	360-03384	search engine services	Service Agreement	Individual
A. Menarini srl	AME-02828	possible dapto collaboration in europe	Confidential Disclosure Agreement	Individual
A. Menarini srl	AME-05654	Dexketoprofen Trometamol (compound)	Confidential Disclosure Agreement	Individual
A/S Rosco	ASR-03343	Production of Dapto susceptibility disks	Master Services Agreement	Master
A/S Rosco	ASR-03344	SOW 1 Prod. and delivery of dapto. susceptibility disks	Master Services Agreement	Statement of Work
aaPharma Inc.	AAI-05395	DAP-IREN-03-06	Letter of Intent	Individual
aaPharma Inc.	AAI-05401	CRO	Master Services Agreement	Master
aaPharma Inc.	AAI-00002	possible collab - OCTY2	Confidential Disclosure Agreement	Individual
aaPharma Inc.	AAI-05416	SOW 1: DAP-IREN-03-06	Master Services Agreement	Statement of Work
aaPharma Inc.	AAI-04691	relating to proprietary information of both parties	Confidential Disclosure Agreement	Individual
aaPharma Inc.	AAI-05557	Letter of Extension to LOI: DAP-IREN-03-06	Letter of Intent	Amendment
aaPharma Inc.	AAI-05768	DAP-IREN-03-06	Power of Attorney	Individual
AB Biodisk	ABB-11201		Master Services Agreement	Master
AB Biodisk	ABB-02837	SOW #3 - daptomycin etest strip validation studies & 510k	Master Services Agreement	Statement of Work
AB Biodisk	ABB-01993	SOW 2- quality control for 510k validation	Master Services Agreement	Statement of Work
AB Biodisk	ABB-03589	SOW 1	Master Services Agreement	Statement of Work
AB Biodisk	ABB-04027	Amendment 1: Extend MSA 1 year to end on 8/8/2005 and add indemn. language	Master Services Agreement	Amendment
AB Biodisk	ABB-04155	SOW 4 Perform in vitro study of dapto. and comparator agents against strains of VRS/hVRS and MRSA/MSSA	Master Services Agreement	Statement of Work
AB Biodisk	ABB-04235	SOW 5 Prod. minimum batch of Etest strips DMC-40	Master Services Agreement	Statement of Work

User: DRUIGH | User level: Enterprise Administrator | Login time: 08/02/2004 4:53:19pm | Elapsed Time: 01:03:12

The “All Contracts” tab provides a listing (and count) of all agreements in the database. The data is searchable in alternative views using the menu bars (baby blue). The All Contracts tab is a collective representation of the records available under the subsequent tabs, “Active Contracts”, “In-Process Contracts”, “Inactive Contracts”, and “Expiring”. The shading of grey, white, or tan represents agreements which are inactive, active, or in-process, respectively.

Contract Manager 6.1 - Microsoft Internet Explorer

Company Profile | Associates (1) | Documents (0) | Journals (0) | Contracts (1) | Document Summary | History

Edit Company | Recycle | Acquisition | Company Name Change | New Task | New Contract

360i.com, Inc.

Company Name:	360i.com, Inc.	Classification:	Commercial
Address Line 1:	1095 Zonolite Road	Industry Standard:	
Address Line 2:	Suite 101	Definable Field #3:	
City, State:	Atlanta GA	Definable Field #4:	
Zip:	30306	Tax ID or SSN:	
Country:	USA	Overall Rating:	
Phone Number:	(404) 876.6007	Company Fax Number:	(404) 876.9097
Web Address:	http://	CompanyLinkingName5:	
Company Group Name:	Primary Company Group	CompanyLinkingName6:	
Company Status:	Active		
Company Description:			

Additional Company Names [New](#)

Company Name	Name Type	Name Effective Date	Description
No Entries Found.			

New Additional Address [New](#)

Location Type	Address Line 1	Address Line 2	City	State	Zip	Country
No Entries Found.						

Relationships [New](#)

Company Name	Relationship Type	Description
No Entries Found.		

User: DRUIGH | User Level: Enterprise Administrator | Login Time: 08/02/2004 4:53:19pm | Elapsed Time: 01:04:35

Contract records are stored by Company. Each Company has an independent record with as much or as little information as your company requires. For Company's that have internal AKA's or well-known acronyms, the additional names can be entered for each vendor as well as multiple addresses. It's also possible to create a cross-reference to other companies based on their relationship.

Contract Manager 6.1 - Microsoft Internet Explorer

Contract Profile | Provisions (0) | Legal Terms (0) | Events (0) | Documents (0) | Products (0) | Journals (0) | History |

Edit Contract | Add Incorporated | Recycle | Assign | Name History | New Task

360i.com, Inc. Manage Additional Parties

Contract Type:	Service Agreement	Contract Category 1:	
Agreement Type:	Individual	Contract Category 2:	
Contract Group:	4001 Marketing	Contract Purpose:	search engine services
PO Number:		Contract Location:	
PO Value:	0.00 USD	Negotiated Value:	0.00 USD
Internal Contract Number:	360-03384	External Contract Number:	
Requestor:	Chen, Tom	Legal Entity:	Cubist-Lexington
Budget Category:	7840 Ads & Promotion	Product Code:	001 daptomydn
NOT IN USE (text):		Progress:	Cancelled
User Defined #7:		NOT IN USE (drop down):	NOT IN USE
Contract Description:			
Original Party:	360i.com, Inc.		

Term and Renewal Information

Effective Date:		Original Expiration Date:	
Initial Term (in months):		Current Expiration Date:	
Term Type:	Perpetual	Notice Period (in days):	0
Renewal Interval (in months):		Status:	Inactive
Superseded by New Contract:			
New Contract Number:		New Contract Expiration:	

Term and Renewal History

Internal Roles

Negotiator:		Original Attorney:	
Contract Manager:	Ruigh, Deb	Current Attorney:	
Contract Owner:	Harju, Trish	Key Contact:	
User Department:		Support Department:	

New Additional Address [New](#)

Location Type	Address Line 1	Address Line 2	City	State	Zip	Country
No Entries Found.						

Incorporated Contracts

Contract Number	Agreement Type	Contract Purpose	Effective Date
<input type="checkbox"/> 360-03384	Individual	search engine services	

User: DRUIGH | User level: Enterprise Administrator | Login time: 08/02/2004 4:53:19pm | Elapsed Time: 01:05:47

With the Company Profile established, a contract record can be created. Just like the Company Profile, the Contract Profile can be simple or sophisticated based on your data needs.

The screenshot shows a web application interface for 'Contract Manager 6.1'. The main content area displays 'Search Results - Inactive CDAs (Show Criteria)' with a table of results. A search criteria dialog box is open, showing the following criteria:

- Contract Type: Confidential Disclosure Agreement
- and Recycled Contracts: is Active
- and Status: is Inactive

Company Name	Internal Contract Number	Contract Purpose	Contract Type	Agreement Type
3-Dimensional Pharmaceuticals, Inc.	3D1-01522	relating to the commercialization of daptomycin	Confidential Disclosure Agreement	Individual
Abbott Laboratories (Hospira Worldwide, Inc.)	ABB-01670	relating to Cubist's proprietary information	Confidential Disclosure Agreement	Individual
Abbott Lab		relating to the commercialization of daptomycin	Confidential Disclosure Agreement	Individual
Abbott Lab		Cubist to disclose its C.I. re: initiate possible new insurance agent relationship	Confidential Disclosure Agreement	Individual
ACE Medic		development and commercialization	Confidential Disclosure Agreement	Individual
ACS Dobfa		Development and commercialization	Confidential Disclosure Agreement	Individual
Advanced		Cubist Information Disclosure	Confidential Disclosure Agreement	Individual
Affinium Pl		Discuss Cubist target based drug discovery program	Confidential Disclosure Agreement	Individual
AKOS Intel		Dapto development and comm.	Confidential Disclosure Agreement	Individual
Albany Mo		discussion re: crystallization of dapto	Confidential Disclosure Agreement	Individual
Albany Mo		synthesis and manufacture of carboxenium	Confidential Disclosure Agreement	Individual
Allegheny Health, Education and Research	ALL-01802		Confidential Disclosure Agreement	Individual
Allegheny Health, Education and Research	ALL-01809		Confidential Disclosure Agreement	Individual
Alpha-Beta Technology, Inc.	ALP-01946	Anti-fungal R&D programs	Confidential Disclosure Agreement	Individual
Alpha	ALP-01947		Confidential Disclosure Agreement	Individual
Alta Biosciences Inc.	ALT-01948		Confidential Disclosure Agreement	Individual
American Chartered Bank	AME-02006	Equipment lease financing	Confidential Disclosure Agreement	Individual

The status bar at the bottom shows: User: DRUIGH, User Level: Enterprise Administrator, Login time: 08/02/2004 4:53:19pm, Elapsed Time: 01:08:48.

The database is searchable. Again, the complexity is based on your needs. This simple search is based on two criteria, a request for (i) only confidential disclosure agreements (ii) that are inactive (the active search of the “Recycled Contracts” (set for deletion) is a system criteria set up as a safeguard and self-populates for all searches).

Contract Manager 6.1 - Microsoft Internet Explorer

Report Viewer

Active CDA Report
Created by the Law Department on 08/02/2004.

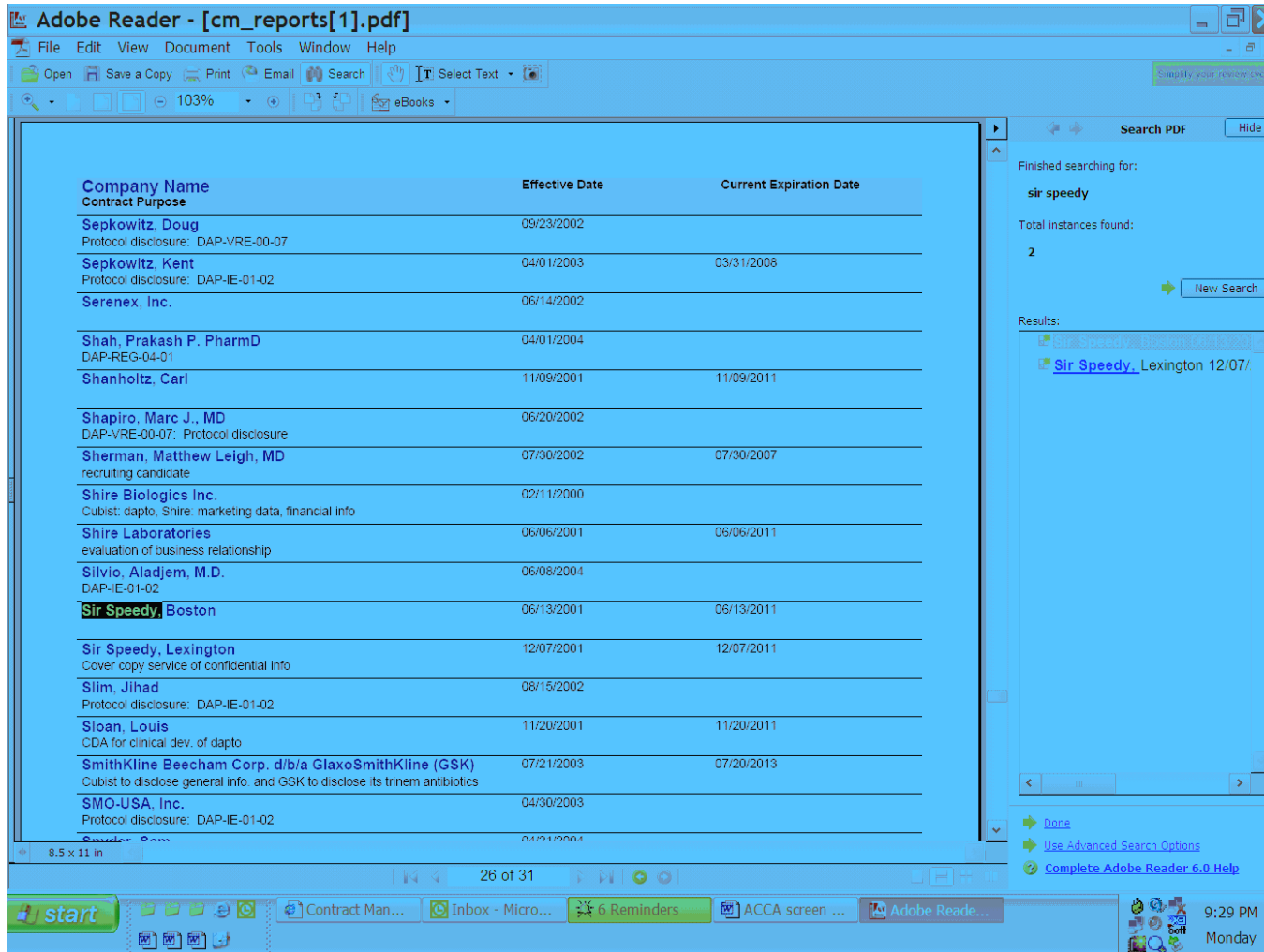
Records without a current expiration date represent "perpetual" agreements.

Company Name	Effective Date	Current Expiration Date
A. Menarini srl possible dapto collaboration in europe	01/08/2003	
A. Menarini srl Dexketoprofen Trometamol (compound)		
aaIPharma Inc. possible collab - OCTX2		
aaIPharma Inc. relating to proprietary information of both parties		
Abbas, Mujahed Protocol disclosure: DAP-IE-01-02		
Abbas, Mujahed Clinical development of deptomycin	02/13/2002	02/12/2012
Abbas, Mujahed Protocol disclosure: DAP-IE-01-02	04/30/2002	
Abbott Laboratories (Hospira Worldwide, Inc.) Audit inspection of Abbott Facility by Pharmaliet, Inc.	03/15/2000	03/15/2005
Abbott Laboratories (Hospira Worldwide, Inc.) 3 way CDA for us and our insurance rep. to inspect damaged goods at (Hospira) Abbott McPherson Kansas facility	03/26/2004	03/25/2005
Abbott Laboratories (Hospira Worldwide, Inc.) relating to the production of deptomycin	12/10/2002	
Abbott Laboratories (Hospira Worldwide, Inc.) discussions relating to the commercial development of dapto	01/16/2003	
Abbott Laboratories (Hospira Worldwide, Inc.) Mock Pre-Approval Inspection of Abbott McPherson manufacturing facility	02/10/2003	02/09/2008
Abbott Laboratories (Hospira Worldwide, Inc.) relating to deptomycin development	05/12/2000	05/12/2007
Abraham, Carl Protocol disclosure: DAP-VRE-00-07	11/08/2001	
Abraham, Carl DAP-REG-04-01	05/26/2004	
Abrams, Judith Ruth	06/20/2002	

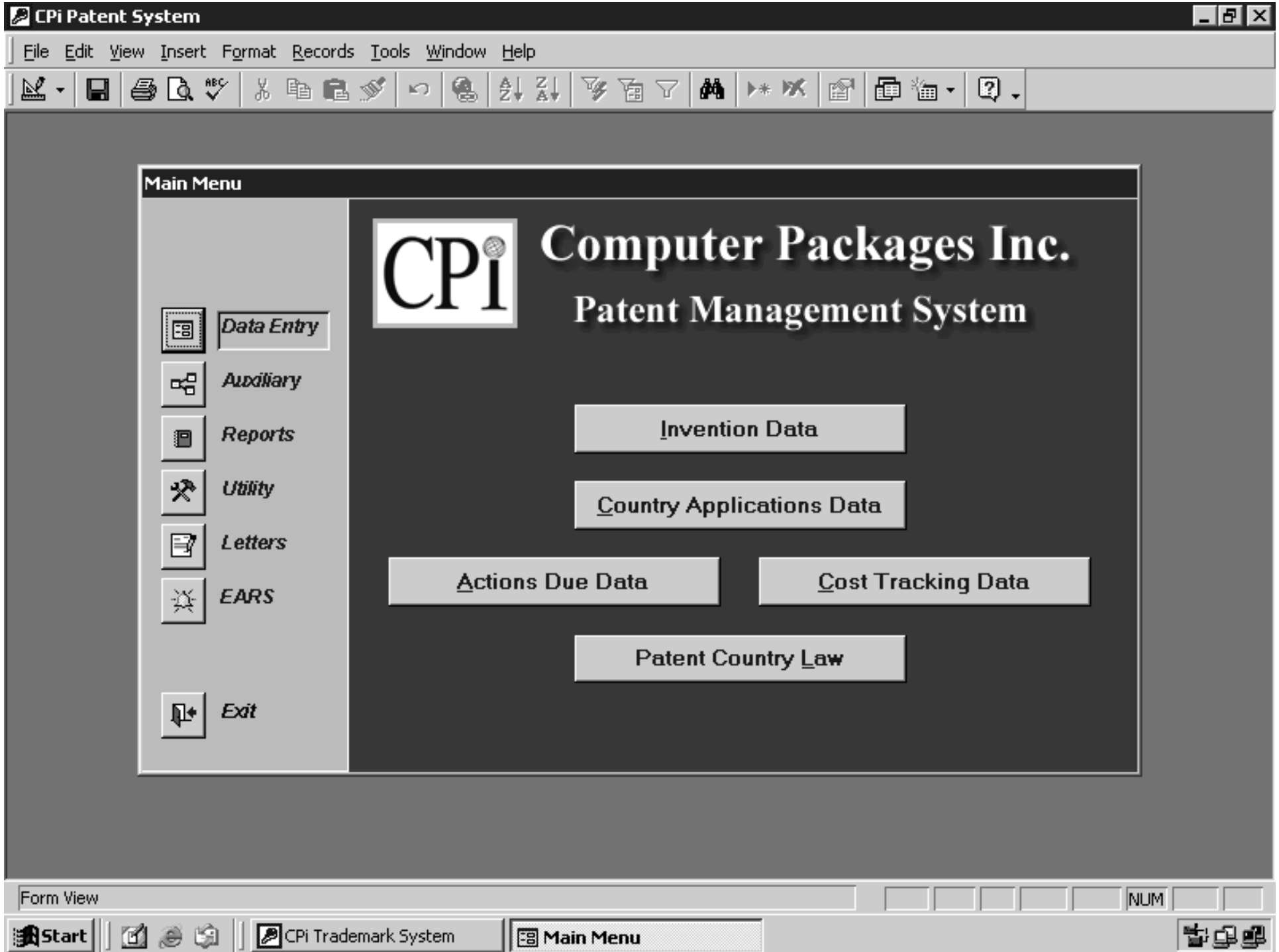
Please choose an export format:
Adobe Acrobat Reader - PDF

User: DRUIGH User level: Enterprise Administrator Login time: 08/02/2004 4:53:19pm Elapsed Time: 02:58:23

The results of the search can be “dumped” into a report “shell”, either a system or customized report and exported into a viewer, an MS Excel worksheet, or PDF document. Both the MS Excel and PDF reports are searchable using MS Excel or Acrobat Reader, respectively.

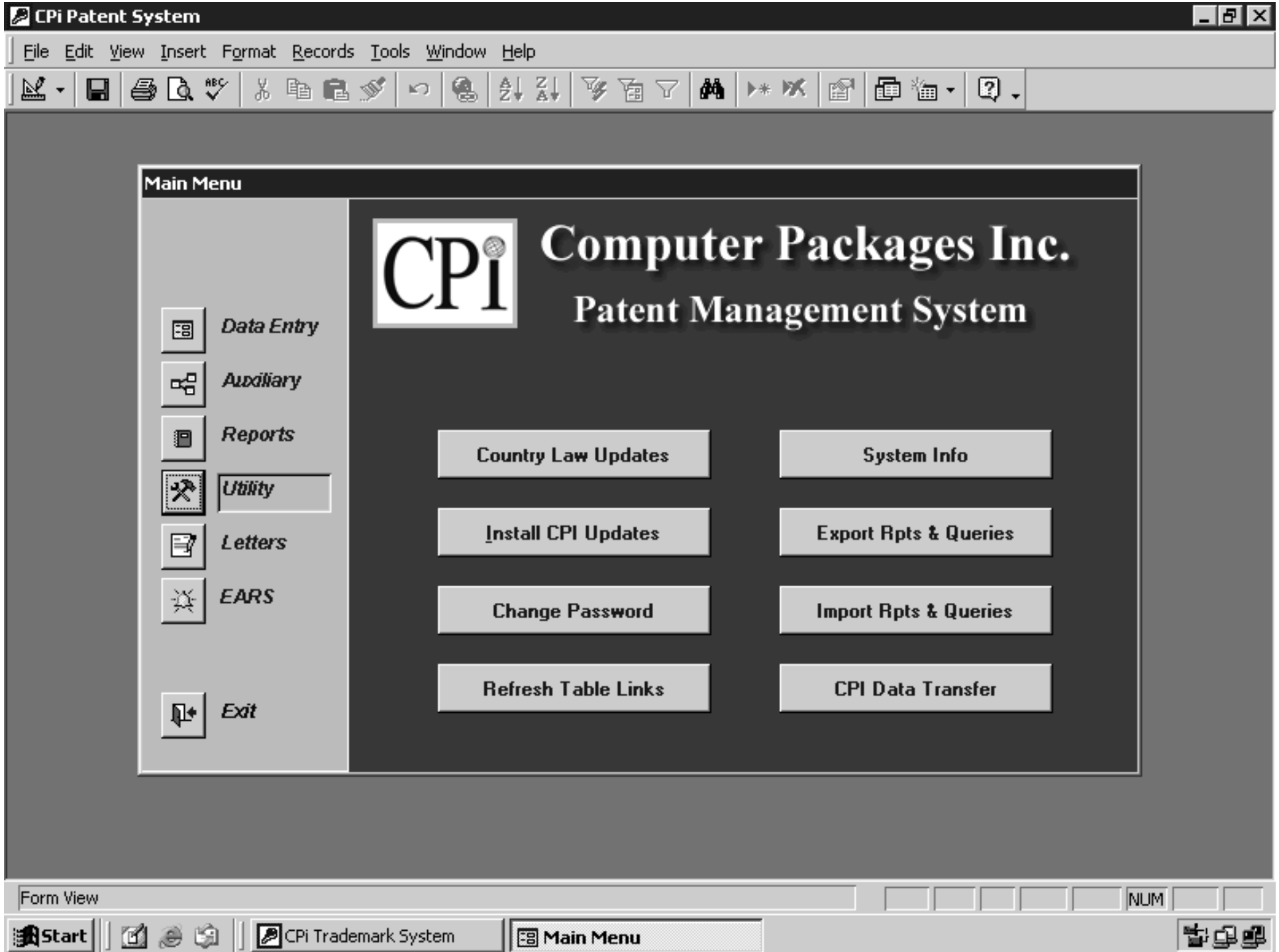


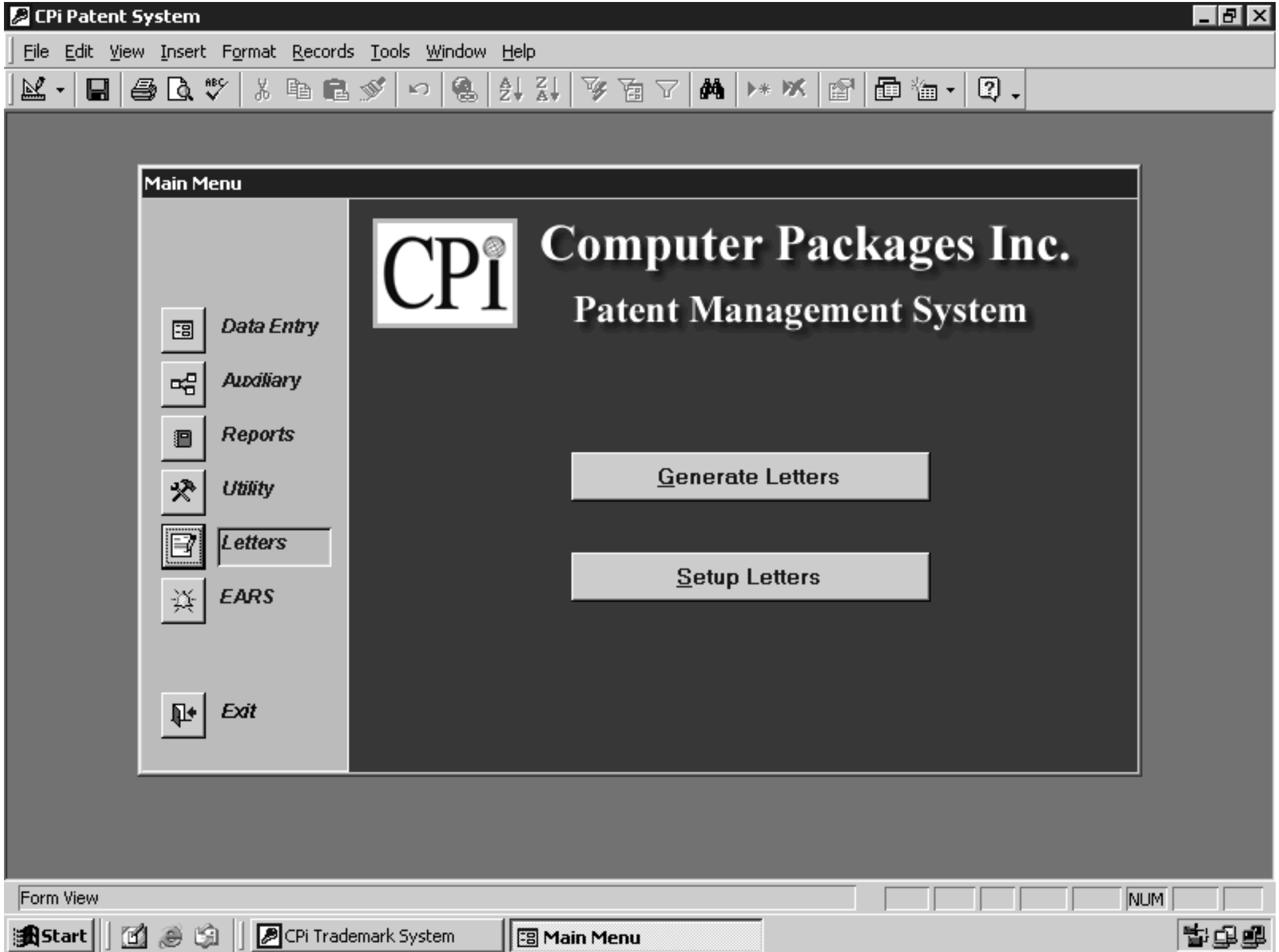
Example of a PDF search for Sir Speedy.

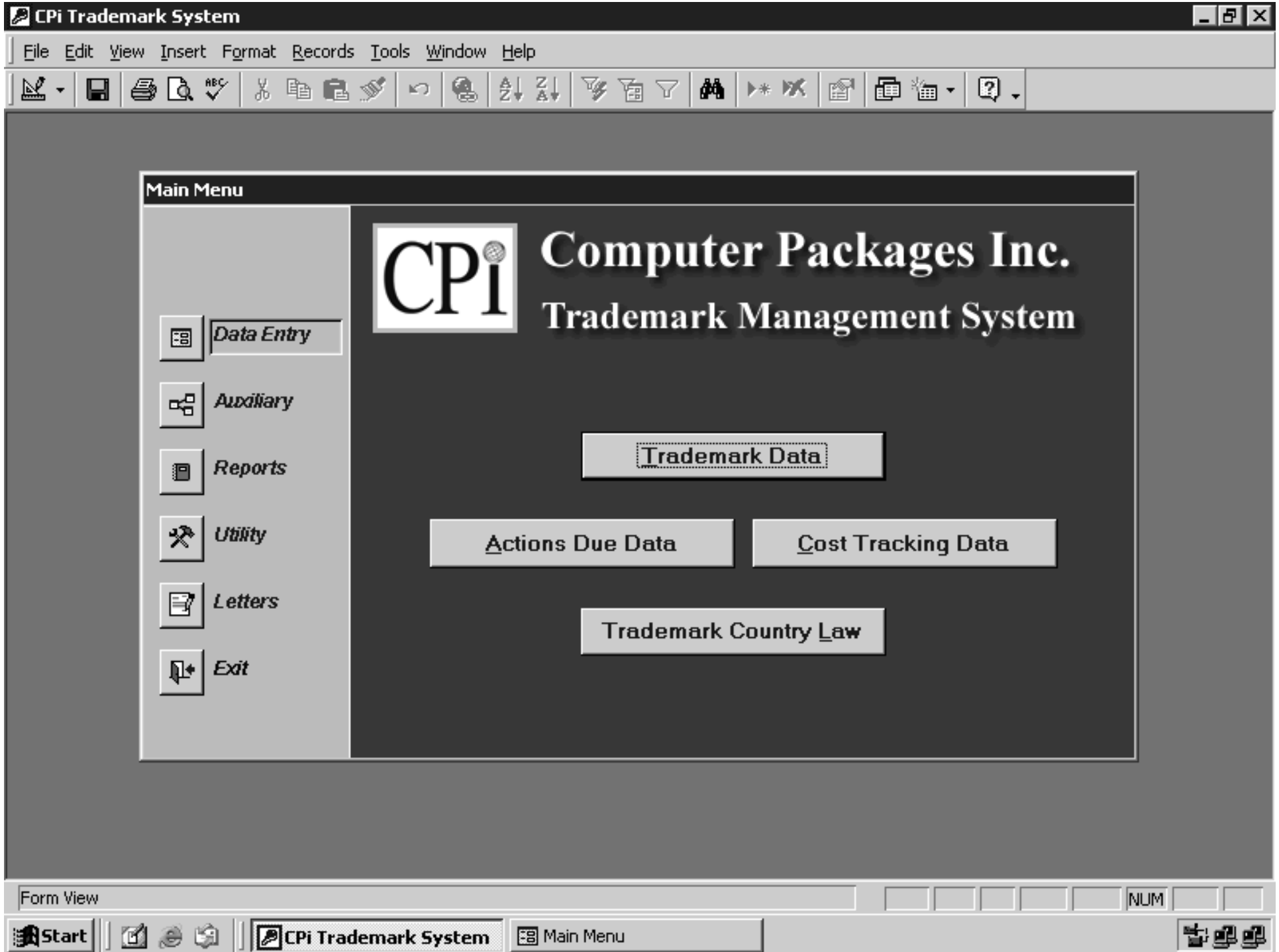




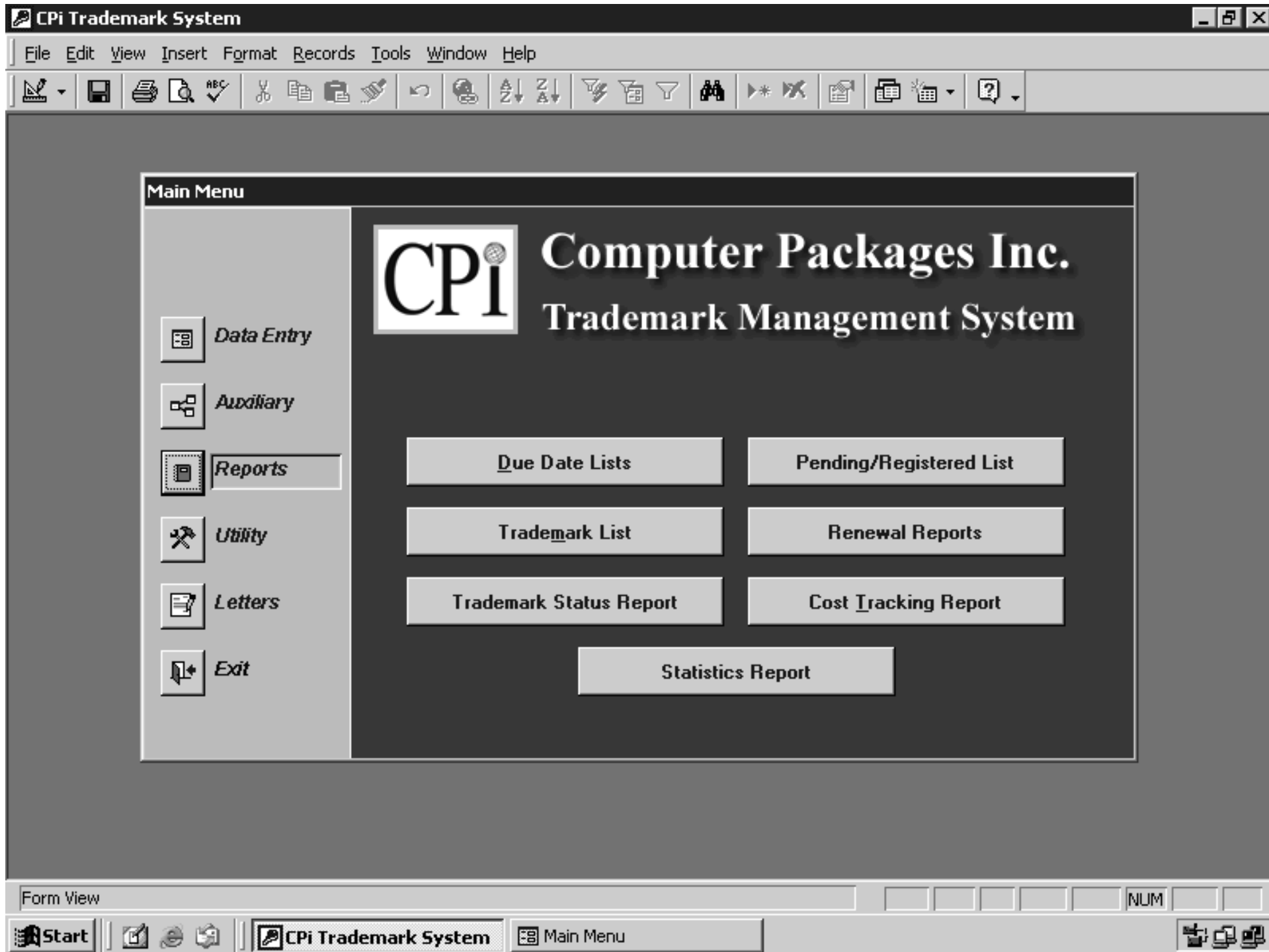




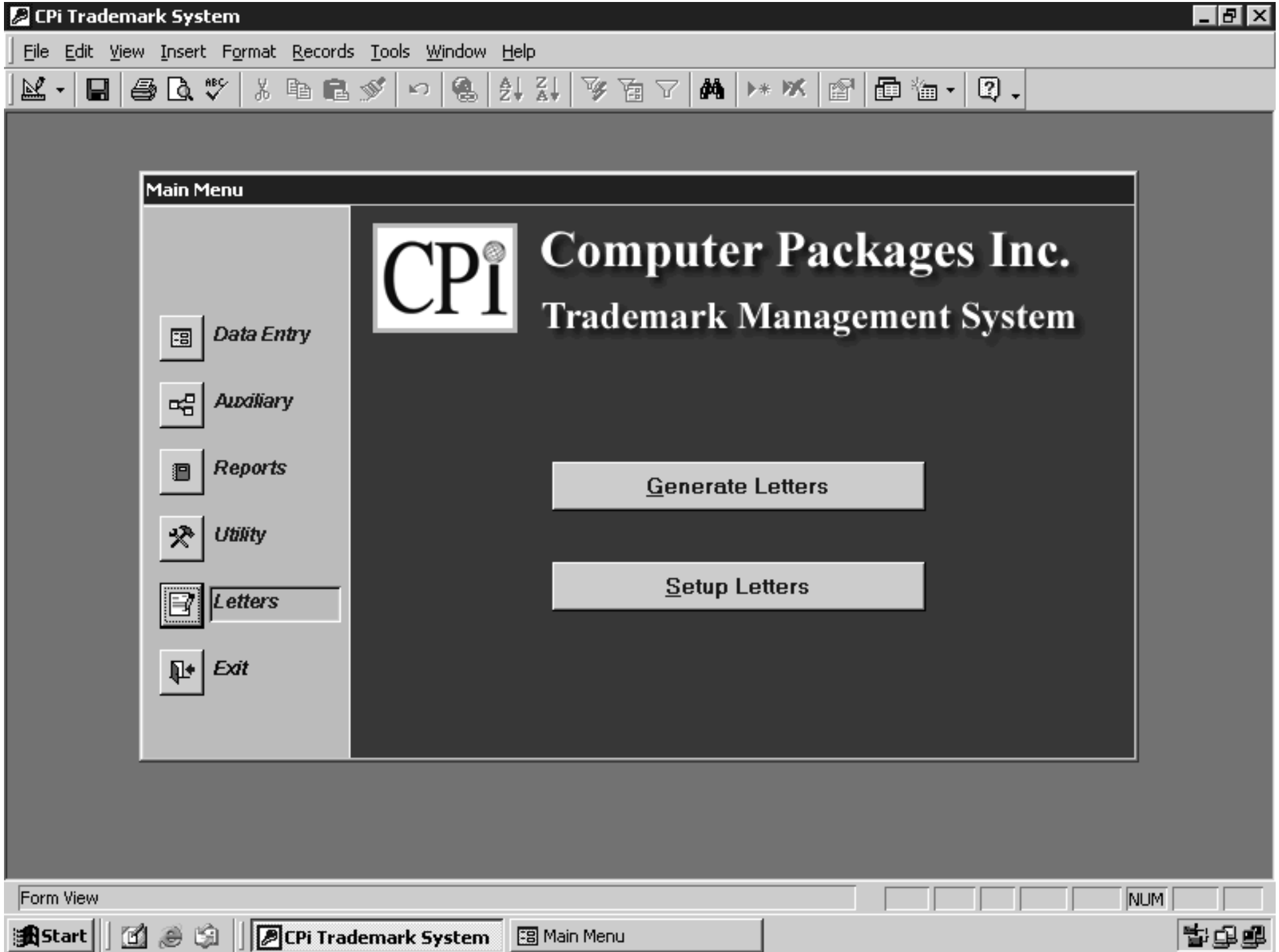












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Back Forward Stop Home Search Favorites History Print Copy Paste

Address http://picasso.cubist.com/department_pages.php?dept_id=10 Go Links

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HOME Welcome back, spearson. LOGOUT

Department Sections

- Administration ::
- Clinical ::
- Corporate Communications ::
- Corporate Development ::
- Drug Development ::
- Facilities ::
- Finance ::
- Human Resources ::
- Information Technology ::
- Law ::
- Manufacturing ::
- Marketing ::
- Project Management ::
- Purchasing ::
- Regulatory & Quality ::
- Research & Development ::
- Medical Affairs ::
- Sales ::
- Miscellaneous

Home > Department Pages > Law

Welcome to LAWLAWPALOOZA

Welcome to **Lawlawpalooza**, the Law Department's intranet site. We hope you find this site helpful and useful, and we appreciate any suggestions you may have on how we can make it better. All the members of the Law Department are committed to helping you achieve your goals, legally, ethically, and safely.

If you happen to know any good lawyer jokes, please let us know, so we can post them in the Lawyer Joke Library. Thanks.


This web site is provided to inform Cubist employees about the Law Department and general legal issues relevant to Cubist. The information here may be considered privileged, work-product and/or confidential. For counseling about any specific legal issues, please contact one of the members of the Law Department.

Law Pages

Page Title	Last Updated	Author
Staff Directory and Bios	Jul 20, 2004	
Contracts Management	Jul 13, 2004	
Compliance Spotlight	Jul 6, 2004	
Training	Jul 1, 2004	
Featured Legal Question	Jun 4, 2004	
Legal Issues in the News	Apr 29, 2004	
Lawyer Joke Library	Apr 10, 2004	
Intellectual Property (IP)	Apr 10, 2004	
FAQs	Apr 10, 2004	

Department Links

- [Compliance Spotlight](#)
- [Contracts Management](#)
- [FAQs](#)
- [Featured Legal Question](#)
- [General Legal](#)
- [Intellectual Property \(IP\)](#)
- [Lawyer Joke Library](#)
- [Legal Issues in the News](#)
- [Staff Directory and Bios](#)
- [Training](#)



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← Back → Search Favorites History

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Corporate Development ::

Drug Development ::

Facilities ::

Finance ::

Human Resources ::

Information Technology ::

Law ::

Manufacturing ::

Marketing ::

Project Management ::

Purchasing ::

Regulatory & Quality ::

Research & Development ::

Medical Affairs ::

Sales ::

Miscellaneous

Cubist Policies ::

Travel ::

Purple Pages ::


Corporate Documents ::

Bulletin Board ::

Feedback ::

General

Chris Guiffre
Senior Vice President, General Counsel & Secretary
x8447



Chris is responsible for the legal function at Cubist. No one knows for sure what that really means, but Tim [redacted] and Halley [redacted] keep him out of trouble. In addition, Regulatory Affairs, QA, QC, Risk Management, and the Internal Auditors report to Chris. No one knows for sure what he does there either, but Steve Engel, Jenn Marten, and Rick [redacted] keep him out of trouble too. When Chris isn't doing whatever it is he does here at Cubist, he likes to play with his four young kids. No one knows if he knows what he's doing with kids, but his wife, [redacted] keeps him out of trouble there. Before joining Cubist, Chris was GC at Renaissance Worldwide and a lawyer at Bingham McCutchen. He got his JD and MBA at Boston College -- Go Eagles! He got BS at Babson College -- Go Beavers! Chris does not recover from a ruptured Achilles as quickly as Tom Wright does.

Favorite Move Quote: "Who do you play for?" Kurt Russell as Herb Brooks in Miracle.

Jenn Marten
Executive Coordinator
x8453

Jenn is responsible for doing whatever needs to be done for the overall Law Department, and helps to keep Chris organized and on time. By process of association (with Chris), she is now responsible for the flawless operations of Cubist's insurance and risk management needs. Jenn is a notary for the Commonwealth of Massachusetts, the mother of three (13, 9, and 3), she is a bartender on the weekends, a soccer coach for her town, trained as an EMT, and in her spare time makes craft items for which she sells at fairs during the holiday season. Before joining Cubist, Jenn was the executive assistant to the Chairman and CEO of Chancellor Corporation of Boston, and the EA to the Chairman and CEO of KeyCorp of Cleveland, Ohio.

Favorite Movie Quote: "What I love most about rivers is you can't step in the same river twice. The water's always changing, always flowing, but

- [Contracts Management](#)
- [FAQs](#)
- [Featured Legal Question](#)
- [General Legal](#)
- [Intellectual Property \(IP\)](#)
- [Lawyer Joke Library](#)
- [Legal Issues in the News](#)
- [Staff Directory and Bios](#)
- [Training](#)

Done Internet

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Back Forward Stop Home Search Favorites History Print Copy Paste

Address http://picasso.cubist.com/view_article.php?dept_id=10&article_id=75&template=1 Go Links

Home > Department Pages > Law > Contracts Management

Department Sections

- Administration ::
- Clinical ::
- Corporate Communications ::
- Corporate Development ::
- Drug Development ::
- Facilities ::
- Finance ::
- Human Resources ::
- Information Technology ::
- Law ::
- Manufacturing ::
- Marketing ::
- Project Management ::
- Purchasing ::
- Regulatory & Quality ::
- Research & Development ::
- Medical Affairs ::
- Sales ::

Miscellaneous

- Cubist Policies ::
- Travel ::
- Purple Pages ::

Contracts Management

CONTRACTS SCORECARD! *During the month of June, the Transactions Team helped its clients execute 88 contracts!*

The Law Department offers a wide variety of Contracts Management services and programs.

The Contracts Management function, now known as the "Transactions Team", is managed by [redacted] and staffed by [redacted] and is supported by [redacted]. The Transactions Team provides comprehensive contracts management support, "which includes, but is not limited to", contract negotiations, contract reporting, guidance on contract-related issues and vendor management to all Cubist functional teams.

The Transactions Team works hand-in-hand with the Financial Analysts and Purchasing Department through the [Purchasing Process](#) to document business relationships for all Cubist functional teams. The Transactions Team also works with (i) Sales and Marketing in the coordination of the [Speaker Program](#) and [Preceptorship Program](#), (ii) Medical Affairs in the coordination of [Educational Grants](#) and [Investigator-initiated Research Grants](#) and Clinical Operations in the coordination of [Clinical Study Agreement Contracting Process](#) (Please allow time for download of this presentation. It will start automatically once downloaded).

In addition to providing the above services, the Transactions Team administers the CDA Coordinator Program and Statement of Work (SOW) Program. Information for both can be accessed on the [Law Department Training](#) page.

SUPPORTING DOCUMENTS:

- [Contracts Manager & Financial Analyst Assignments](#)
- [Purchasing Requisition \(PR\) Form](#)
- [Purchase Order \(PO\) Terms and Conditions](#)
- [Speaker Funds Request Form](#)
- [Post-Speaker Program Form](#)

Department Links

- [Compliance Spotlight](#)
- [Contracts Management](#)
- [FAQs](#)
- [Featured Legal Question](#)
- [General Legal](#)
- [Intellectual Property \(IP\)](#)
- [Lawyer Joke Library](#)
- [Legal Issues in the News](#)
- [Staff Directory and Bios](#)
- [Training](#)

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Back Forward Stop Home Search Favorites History Print Copy Paste

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HOME Welcome back, spearson. LOGOUT

Department Sections

- Administration ::
- Clinical ::
- Corporate Communications ::
- Corporate Development ::
- Drug Development ::
- Facilities ::
- Finance ::
- Human Resources ::
- Information Technology ::
- Law ::
- Manufacturing ::
- Marketing ::
- Project Management ::
- Purchasing ::
- Regulatory & Quality ::
- Research & Development ::
- Medical Affairs ::
- Sales ::

Micellaneous

Home > Department Pages > Law > Compliance Spotlight

Compliance Spotlight

Compliance Spotlight will regularly feature a topic with supporting commentary from a member of the Law Department.

- [As Doctor Writes Prescription, Drug Company Writes a Check \(posted June 27, 2004 - NYTimes\)](#)
- [Pfizer fined \\$430M in Neurontin case No. 1 drugmaker pleads guilty for pushing epilepsy drug for other, unapproved uses \(posted June 1, 2004\)](#)
- [Government Prosecutes Individuals Involved in TAP Pharmaceuticals Medicare Fraud Case \(posted April 28, 2004\)](#)

Please contact or with questions about any of these cases.

Posted by druigh on Apr 10, 2004
Last Updated on Jul 6, 2004

Department Links

- [Compliance Spotlight](#)
- [Contracts Management](#)
- [FAQs](#)
- [Featured Legal Question](#)
- [General Legal](#)
- [Intellectual Property \(IP\)](#)
- [Lawyer Joke Library](#)
- [Legal Issues in the News](#)
- [Staff Directory and Bios](#)
- [Training](#)

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Back Forward Stop Home Search Favorites History Print Copy Paste

Address http://picasso.cubist.com/view_article.php?dept_id=10&article_id=78&template=1 Go Links >>

Home > Department Pages > Law > Training

Department Sections

- Administration ::
- Clinical ::
- Corporate Communications ::
- Corporate Development ::
- Drug Development ::
- Facilities ::
- Finance ::
- Human Resources ::
- Information Technology ::
- Law ::
- Manufacturing ::
- Marketing ::
- Project Management ::
- Purchasing ::
- Regulatory & Quality ::
- Research & Development ::
- Medical Affairs ::
- Sales ::

Miscellaneous

- Cubist Policies ::
- Travel ::
- Purple Pages ::

Training

The Law Department now offers on-line training for:

IMPORTANT: To view a video presentation, you will need QuickTime. Click [here](#) to download. Also, speakers are required for the narrated PowerPoint presentations.

- [Insider Trading: Think Twice, Part 1](#)
- [Insider Trading: Think Twice, Part 2](#)
- [Insider Trading: Think Twice, Part 3](#)
- [Insider Trading: Chris Guiffre, Part 4](#)
- [Equity Interest Policy](#)
- [Code of Conduct](#)
- [Clinical Study Agreement Contracting Process](#)
(Please allow time for download of this presentation. It will start automatically once downloaded.)
- [Confidential Disclosure Agreement \(CDA\) Coordinator Program Training](#)
(Please allow time for download of this presentation. It will start automatically once downloaded.)
- [Statement of Work Training](#)
(You will need a printed copy of the [Statement of Work Template](#) for reference during the presentation.)
(Please allow time for download of this presentation. It will start automatically once downloaded.)
- [Intellectual Property \(IP\) Basics](#)
(Please allow time for download of this presentation. It will start automatically once downloaded.)
- **COMING SOON!** [Sales Training Compliance Video Training](#), an accompaniment to the [Sales & Marketing Compliance Practices](#) presentation
- **COMING SOON!** [Purchasing Training](#)(in conjunction with Finance)

Posted by druigh on Apr 10, 2004
Last Updated on Jul 1, 2004

Department Links

- [Compliance Spotlight](#)
- [Contracts Management](#)
- [FAQs](#)
- [Featured Legal Question](#)
- [General Legal](#)
- [Intellectual Property \(IP\)](#)
- [Lawyer Joke Library](#)
- [Legal Issues in the News](#)
- [Staff Directory and Bios](#)
- [Training](#)

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Back Forward Stop Home Search Favorites History Print Copy Paste

Address http://picasso.cubist.com/view_article.php?dept_id=10&article_id=99&template=1 Go Links >>

Picasso Cubist Pharmaceuticals Intranet

HOME Welcome back, spearson. LOGOUT

Home > Department Pages > Law > Legal Issues in the News

Department Sections

- Administration ::
- Clinical ::
- Corporate Communications ::
- Corporate Development ::
- Drug Development ::
- Facilities ::
- Finance ::
- Human Resources ::
- Information Technology ::
- Law ::
- Manufacturing ::
- Marketing ::
- Project Management ::
- Purchasing ::
- Regulatory & Quality ::
- Research & Development ::
- Medical Affairs ::
- Sales ::

Legal Issues in the News

- **Appeals Court Rejects "Commercially Significant" Requirement for Patent Infringement** (posted April 29, 2004)
Please contact [redacted] or [redacted] with quesitons about this case.

Posted by druigh on Apr 29, 2004
Last Updated on Apr 29, 2004

Department Links

- [Compliance Spotlight](#)
- [Contracts Management](#)
- [FAQs](#)
- [Featured Legal Question](#)
- [General Legal](#)
- [Intellectual Property \(IP\)](#)
- [Lawyer Joke Library](#)
- [Legal Issues in the News](#)
- [Staff Directory and Bios](#)
- [Training](#)

Done Internet

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Back Forward Stop Home Search Favorites History Print Copy Paste

Address http://picasso.cubist.com/view_article.php?dept_id=10&article_id=77&template=1 Go Links >>

Picasso Cubist Pharmaceuticals Intranet

HOME Welcome back, spearson. LOGOUT

Department Sections

- Administration ::
- Clinical ::
- Corporate Communications ::
- Corporate Development ::
- Drug Development ::
- Facilities ::
- Finance ::
- Human Resources ::
- Information Technology ::
- Law ::
- Manufacturing ::
- Marketing ::
- Project Management ::
- Purchasing ::
- Regulatory & Quality ::
- Research & Development ::
- Medical Affairs ::
- Sales ::

Miscellaneous

Home > [Department Pages](#) > [Law](#) > Intellectual Property (IP)

Intellectual Property (IP)

Available from the IP Team are documents relating to [Invention Disclosure](#) and [IP-related FAQs](#).

Also available from the IP team, an [Introduction to IP Basics](#) presentation (soon to be an audio presentation) covering the differences between Copyrights, Trademarks, Trade Secrets, and Patents.

Posted by druigh on Apr 10, 2004
Last Updated on Apr 10, 2004

Department Links

- [Compliance Spotlight](#)
- [Contracts Management](#)
- [FAQs](#)
- [Featured Legal Question](#)
- [General Legal](#)
- [Intellectual Property \(IP\)](#)
- [Lawyer Joke Library](#)
- [Legal Issues in the News](#)
- [Staff Directory and Bios](#)
- [Training](#)

Done Internet

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← Back → Forward Stop Home Search Favorites History

Address http://picasso.cubist.com/view_article.php?dept_id=10&article_id=72&template=1 Go Links >>

Picasso Cubist Pharmaceuticals Intranet

HOME Welcome back, spearson. LOGOUT

Department Sections

- Administration ::
- Clinical ::
- Corporate Communications ::
- Corporate Development ::
- Drug Development ::
- Facilities ::
- Finance ::
- Human Resources ::
- Information Technology ::
- Law ::
- Manufacturing ::
- Marketing ::
- Project Management ::
- Purchasing ::
- Regulatory & Quality ::
- Research & Development ::
- Medical Affairs ::
- Sales ::

Miscellaneous

Home > Department Pages > Law > FAQs

FAQs

Frequently Asked Questions (**FAQs**) relating to:

- [Trading Cubist Stock](#)
- [Contracts Management](#)
- [Intellectual Property](#)

Posted by druigh on Apr 10, 2004
Last Updated on Apr 10, 2004

Department Links

- [Compliance Spotlight](#)
- [Contracts Management](#)
- [FAQs](#)
- [Featured Legal Question](#)
- [General Legal](#)
- [Intellectual Property \(IP\)](#)
- [Lawyer Joke Library](#)
- [Legal Issues in the News](#)
- [Staff Directory and Bios](#)
- [Training](#)

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Back Forward Stop Home Search Favorites History Print Copy Paste

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Picasso Cubist Pharmaceuticals Intranet

HOME Welcome back, spearson. LOGOUT

Department Sections

- Administration ::
- Clinical ::
- Corporate Communications ::
- Corporate Development ::
- Drug Development ::
- Facilities ::
- Finance ::
- Human Resources ::
- Information Technology ::
- Law ::
- Manufacturing ::
- Marketing ::
- Project Management ::
- Purchasing ::
- Regulatory & Quality ::
- Research & Development ::
- Medical Affairs ::
- Sales ::

Micrellanous

Home > Department Pages > Law > General Legal

General Legal

The Law Department offers the following information relating to general legal issues:

- [Cubist Insider Trading](#)
- [Cubist Code of Conduct](#)
- [Equity Interest Policy](#)
- [Corporate Governance Guidelines](#)
- [PhRMA Code](#)
- [Compliance Program Guidance for Pharmaceutical Manufacturers from the Office of Inspector General](#)

Please contact with questions or comments on any of the information provided here.

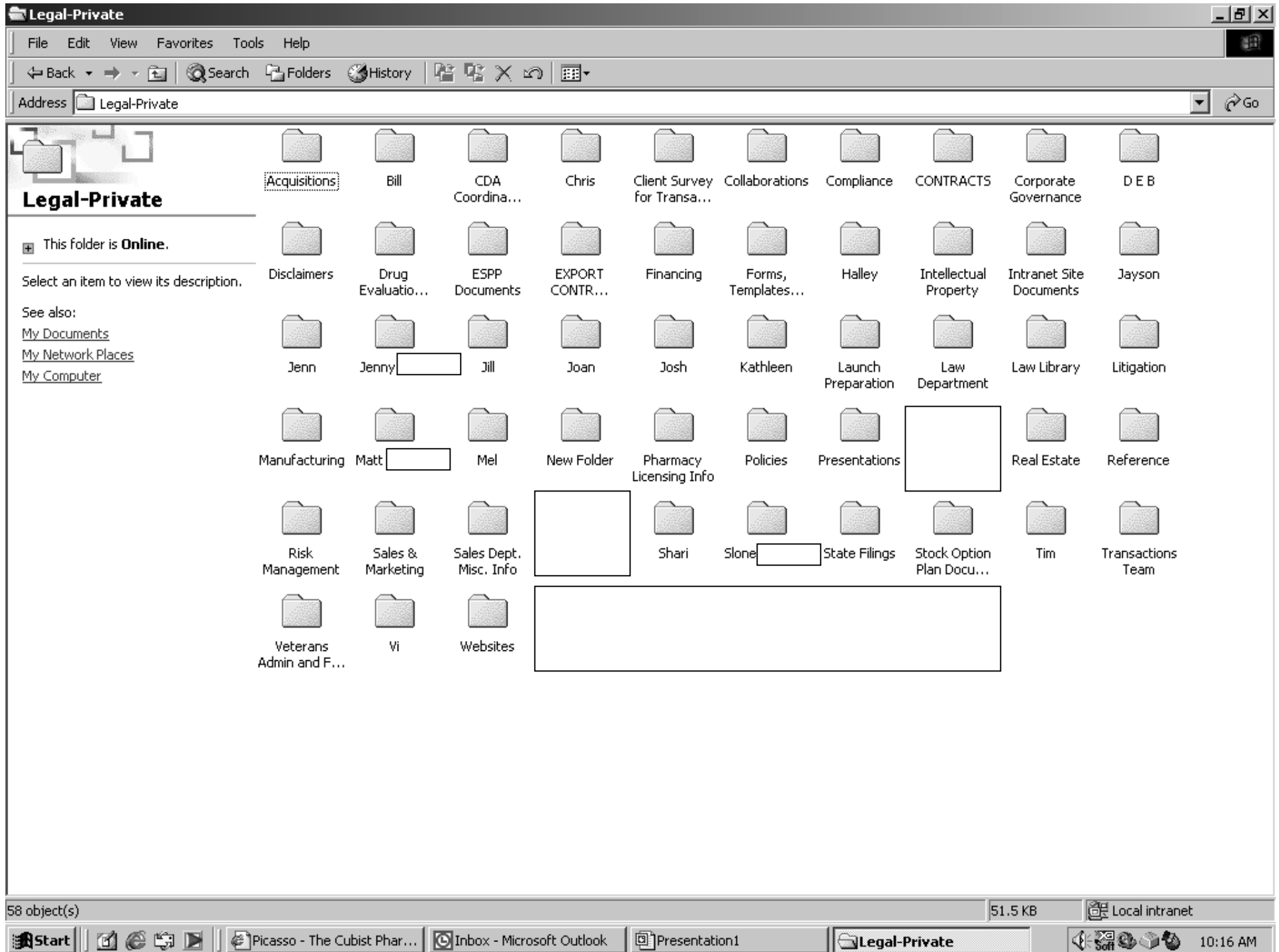
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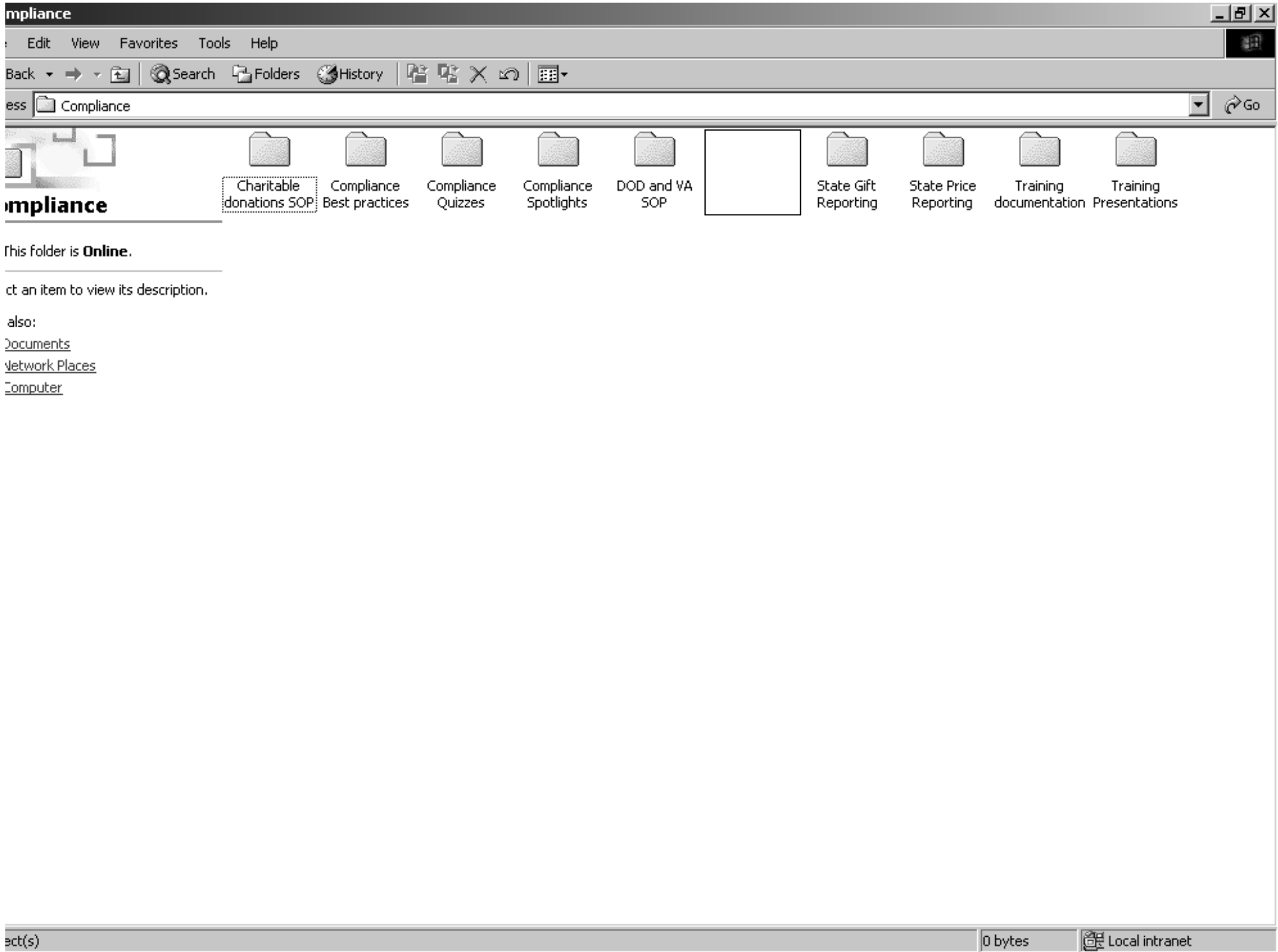
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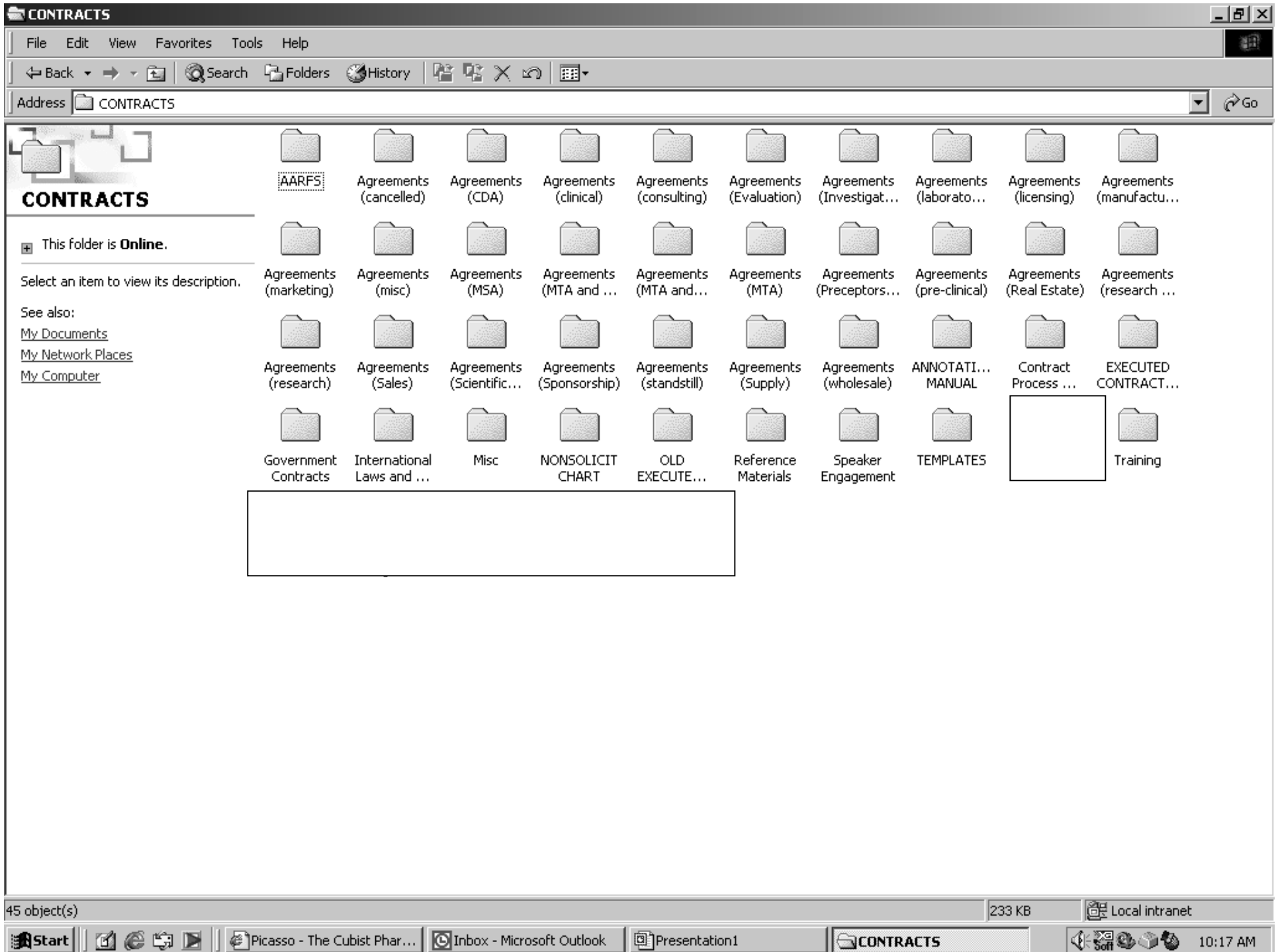
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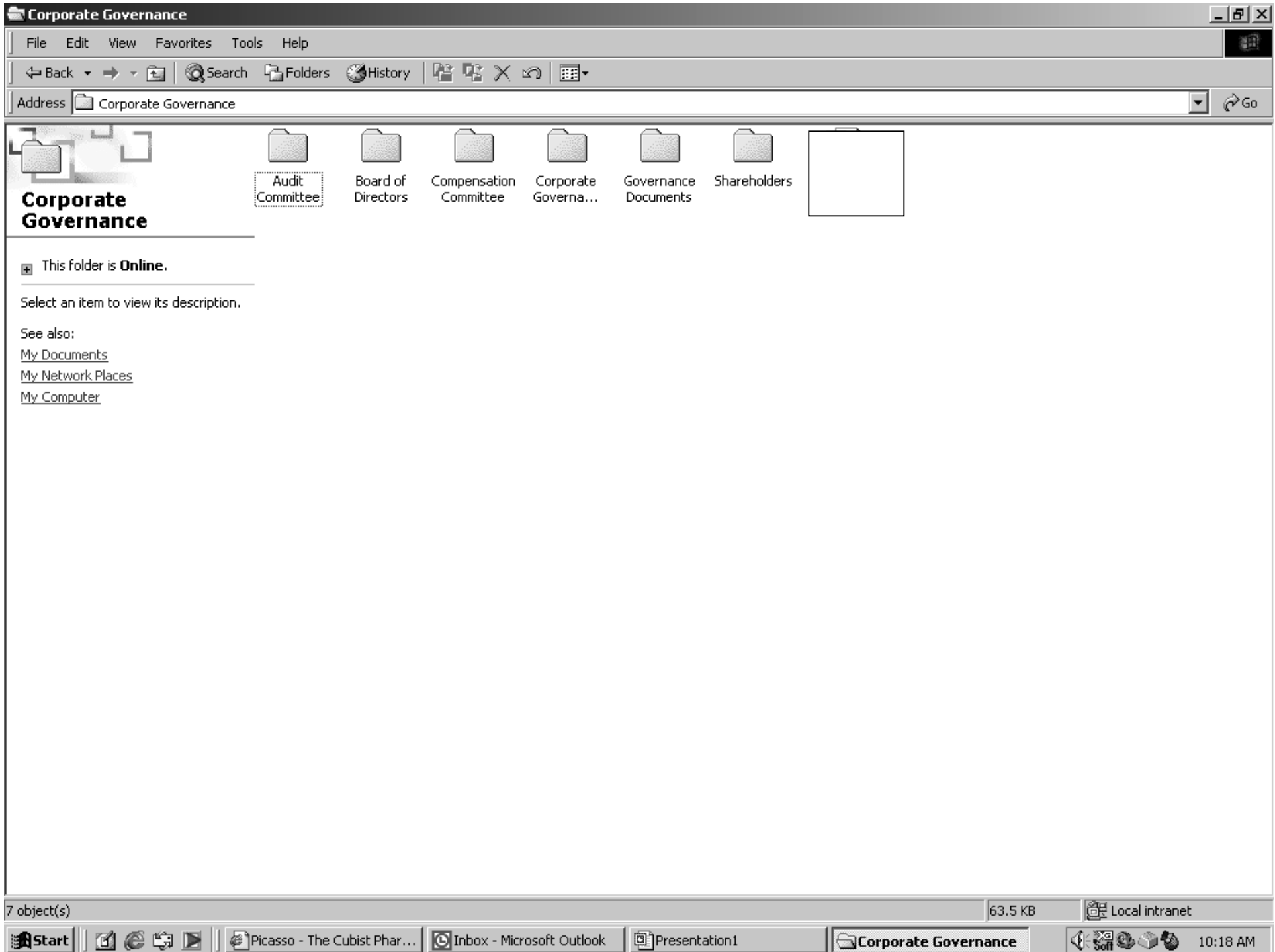
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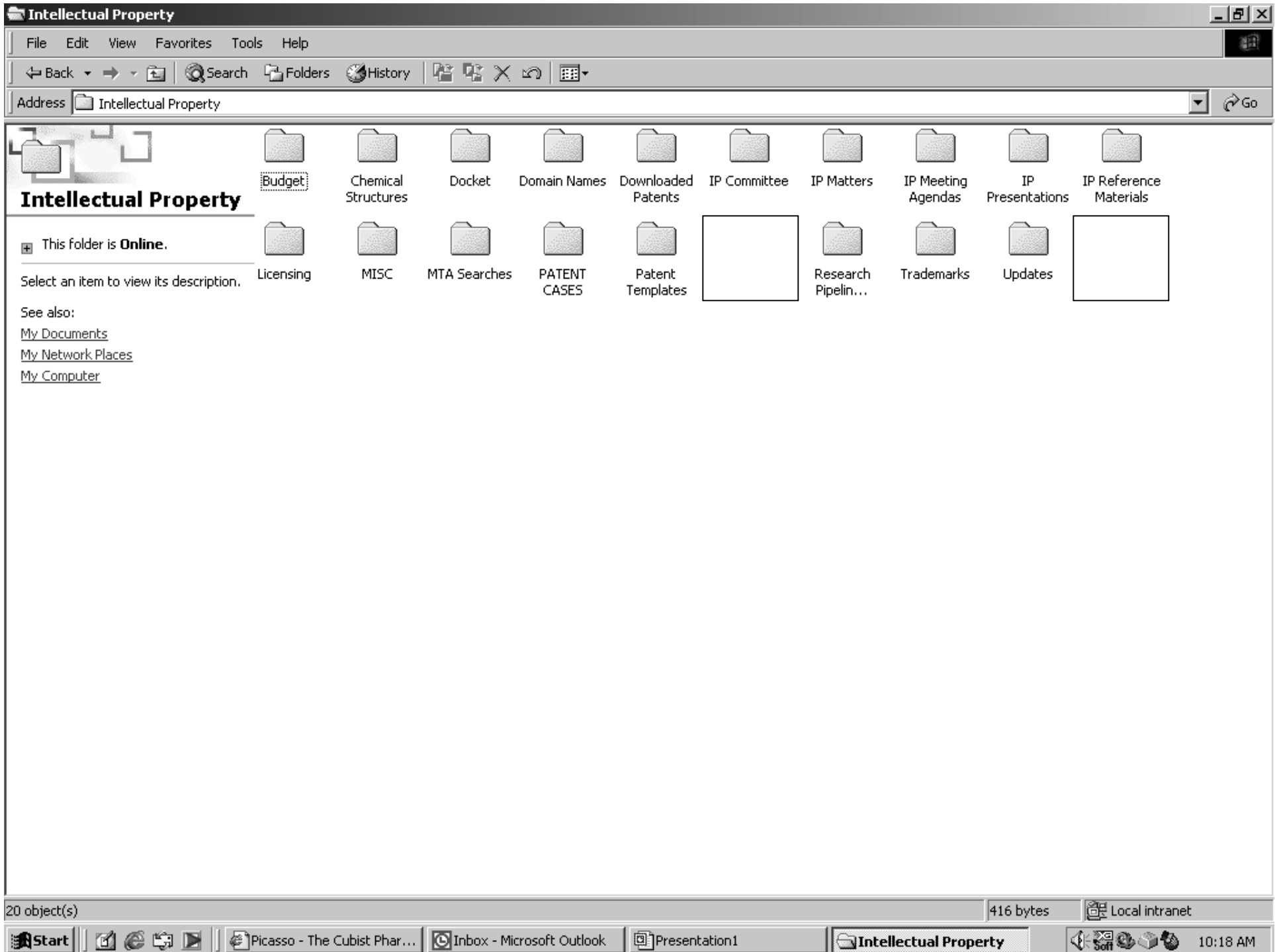
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