



SHAKESPEARES

Shakespeares – Helping life science businesses to succeed



Contents

Our firm	3
Contract health-check	7
Sample report	8
Shakespeares' life science team	9
Key contacts	11

Our firm

Shakespeares is a full service commercial law firm providing a broad range of services and advice to a varied client base that includes commercial organisations, public sector bodies, and not for profit organisations.

We are one of the Midlands' largest law firms, with offices in Birmingham, Nottingham, Leicester, Stratford upon Avon, Solihull and the Cotswolds.

Life science team

Our expertise

We have a broad range of expertise and experience spanning the areas key to a life science business – including intellectual property, commercial contracts, corporate finance, business defence, employment and property law.

Intellectual property

The intellectual property team covers all areas of intellectual property law, both contentious and non-contentious, including:

- Advising on the exploitation and protection of your intellectual property rights, as well as how to cope with infringers
- All types of intellectual property litigation (including patents, designs, trade marks and copyright) from the initial pre-action stage, up to disclosure, witness statements and trial
- Drafting cease and desist letters with undertakings
- arranging for “trap purchases” to determine source of counterfeit goods
- Business protection measures - enforcing (by way of injunction) restrictive covenants and duties of confidentiality
- Putting you in touch with good, local patent and trade mark attorneys who will help you to manage your intellectual property portfolio
- Drafting and advising on licences and assignments
- Advising on parallel imports
- Advising on company names Tribunal proceedings
- Advising on IP aspects of mergers and acquisitions.

Commercial

Our commercial team advises at all levels of the chain of procurement and supply in both the public and private sectors. With the benefit of significant in-house experience, the team has a thorough understanding of the issues facing businesses and their requirements for legal services. The team covers all areas of commercial law, including:

- Major public and private sector supply and service provision contracts
- Joint ventures
- Agency, distribution and franchising agreements including advice on relevant aspects of competition law
- Collaboration and development agreements
- Standard terms and conditions of sale and purchase
- Manufacturing and supply agreements
- Outsourcing arrangements.

Corporate finance

The world of corporate transactions is fast moving and can be complex. That's why you'll benefit from our team of highly experienced but also commercially focussed, pragmatic and very straight talking advisors.

We advise on mergers, acquisitions and disposals, MBOs, MBIs, joint ventures and shareholders' agreements, private equity and venture capital investments, equity markets, including AIM and the official list.

You can turn to us for expert and commercially focused help on:

- Corporate finance
- Corporate governance and advisory
- Banking and finance.

Our long standing relationships with many independent professional advisers mean that we can also help you source a wide range of complementary skills and expertise. Our clients range from large corporates to sole traders, venture capital and investment houses, public companies and private equity investors.

Business defence

The business defence team works on all aspects of business defense from the Police to the Health and Safety Executive; Trading Standards to the Environment Agency. If you find yourself in any kind of dealings with the regulatory authorities we can help.

We'll work with you on any issue, including coming under investigation, or being subject to enforcement action (including prosecution). We're used to dealing with issues that could have a profound effect on you, your organisations and your business activities. So you'll appreciate the rigour of our strategic thinking.

We also advise on issues of regulatory interpretation and will act in judicial review cases. And if you ever need it, we have a proven 24 hour emergency helpline for clients.

Employment

The employment team has experience across most industry sectors, and in every area of employment law.

Our particular expertise is in handling Employment Tribunal cases, where our lawyers have the skill to see the case from start to finish and will undertake the advocacy at the hearing itself. We also have a lot of experience in managing complex large scale projects, such as reorganisations and TUPE transfers.

We believe in completely open and transparent relationships with the businesses we support. We consistently apply this in relation to fees, advice, invoicing and fixed costs.

Commercial property

The commercial property team provides advice on a wide and varied range of freehold and leasehold property matters, both contentious and non-contentious, including:

- Resolution of landlord and tenant disputes
- Providing commercial solutions and producing documents to regulate the occupation of property from both a landlord and tenant perspective
- Advising on sales and purchases of freehold and leasehold interests in property
- Dealing with property aspects of business sales and acquisitions
- Protection and formalisation of real estate property rights
- Preparing and negotiating development contracts and consents for works
- Advising on planning and construction issues
- Dealing with property secured re-finance
- Advising generally on leasehold and freehold property management issues
- Preparing and negotiating grants for the installation and supply of utilities.

Our approach

Accessibility

We ensure that our clients have access to a number of lawyers, meaning they can always get hold of a lawyer who they know and who knows them and their business. Having a balanced team also means that the job gets done at the right level and cost. At an early stage in the client relationship we will also ensure that the client's team meets our team so that they start getting to know each other.

Commerciality and practicality

Our lawyers are taught at an early stage to give advice rather than just talk law at clients. This means we take risks and stick our necks out, giving advice which is helpful to the client's business and that is presented in a way that the client understands and is appropriate for the client's business. We will always look at the bigger picture and take into account non-legal factors too.

Transparency and honesty

We really believe that for client relationships to work properly we have to be open with each other from the start. That means we will tell you things straight. If we ever mess up then we will be open about it. If we don't agree with you we will say so. We also try hard to get billing right, which in our view means being up front, as far as possible, about likely costs at the outset, but then communicating if we have over or under-estimated. We don't like surprises and know our clients don't either, especially when it comes to lawyers' invoices.

Invoicing

We do this on a monthly basis. Any bills will be in line with any prior estimates or quotes. Any invoice will be sent with a breakdown, showing clearly all time entries and how the bill is made up. We are always happy to discuss bills with our clients.

Our services

We appreciate that different clients have different needs for their business. We will work around you, not the other way around. We record our time against a matter file and bill this every month based upon our standard hourly charge out rates, which are as follows:

- Partner: £240 - £280
- Associate: £190 - £210
- Solicitor: £120 - £190
- Trainee / paralegal: £120

For specific projects, usually non-contentious matters, where it is possible to accurately estimate costs we are happy to provide a fixed or capped fee estimate.

For other matters where costs are harder to estimate, typically litigation where much depends on how long a case lasts and the position adopted by an opponent, we do our best to provide you with as much information about the likely costs as we can, based on our experience of similar cases. We will keep this under review and update you on the costs position on any given matter regularly.

Contract health-check

Are your contracts up to scratch?

The recession has put pressure on almost all businesses, and the cracks are starting to show in many a business relationship. Now is not the time for your contracts to let you down. As with so many things, prevention is worth a lot more (and costs a lot less) than cure.

That's why we're offering businesses a free health-check of their standard operating contract, so we can help you spot these problems before they turn into liabilities. It's a bird's-eye review, designed to detect any 'legal landmines'.

We'll check your contract across ten key areas:

Warranties and indemnities:

double-check what you're promising to do, and what happens if you don't do it.

Liability, risk and insurance: are you covered if things go wrong?

Confidentiality: make sure sensitive data is protected.

Dispute resolution: even with the best will, things do go wrong. What happens then?

Incorporation of terms: it's all well and good having your documents in place, but are they binding?

Payments and interest: what, how and when payments will be made, and what happens if they're not.

Intellectual property rights: protect your brand and your rights.

Termination and cancellation: what happens if you want out?

Boilerplate: sure these terms are standard, but they're standard for a reason; we'll check you're covered in these key areas.

Bespoke terms: do your operating agreements function as you need them to for your business?

For each area, we'll provide you with a colour-coded 'traffic light' that will tell you at a glance where you need to concentrate, along with our detailed comments on what (if anything) needs doing in each area. There's a short sample overleaf.

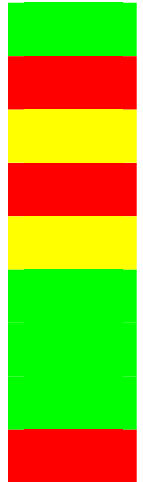
Sound good? Then get in touch with Shakespeares commercial team. Contact Ed Wright on 0115 945 3744 or ed.wright@shakespeares.co.uk or Michael Gromett on 0115 945 4622 or michael.gromett@shakespeares.co.uk and we'll be only too happy to help you out.

Sample report

Report on standard supply contract prepared for X Limited Executive summary

The contract on the whole does a reasonable job, though it is often confusingly drafted. There are several areas where we strongly recommend improvements to ensure X Limited is fully protected.

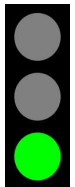
Liability, risk and insurance
 Warranties and indemnities
 Payments and interest
 Confidentiality
 Intellectual property rights
 Termination and cancellation
 Dispute resolution
 Boilerplate
 Incorporation



Sample report sections

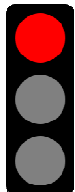
Confidentiality

The terms covering confidentiality are good, and cover all normal eventualities. Be aware of the limitations of the clause (for example, it doesn't cover anything you or your employees put into the public domain yourselves), and monitor it to ensure it continues to meet your needs.



Termination and cancellation

The terms need work. While they cover simple termination by giving notice, they do not cover other areas where you should retain the right to terminate for your own protection. For example, if the other party breaches the contract and fails to remedy the breach within a set period of time, or if the other party becomes insolvent or goes into administration. We recommend urgent attention to this clause to ensure you can exit the contract if you need to do so without incurring further liability.





Shakespeares' life science team



Ed Wright

Partner, intellectual property

Ed specialises in non-contentious intellectual property and commercial work. He advises on all non-contentious aspects of commercial, contract, IP, ICT, data protection, freedom of information and competition law. In particular he advises on the creation, securing, protection and exploitation of IP.

Ed also advises and provides support on the full range of commercial and contract law matters applying to the supply and purchase of products and/or services.



Duncan James

Partner, corporate

The head of corporate services, Duncan is experienced in all areas of business law, particularly MBOs, MBIs, business sales and purchases.

He specialises in corporate finance, banking and security work. Advising on exit routes, succession, share holder structures and business structuring/restructuring.



Alan Millband

Partner, business defence

Spearhead of the business defence unit, Alan acts for a range of individuals and businesses both privately and on referrals from insurers, business associations, and other professional bodies.

A specialist in advising and representing clients under investigation or subject to proceedings brought by enforcing authorities. Alan represents business clients charged with motoring offences.

He specialises in legal diagnostic and compliance advice to assist clients in avoiding investigation and action by enforcing authorities.

Alan is extremely proficient in Judicial Review proceedings, an expert Inquest Advocate and an accomplished public speaker, presenting regularly in external lectures and seminars.



Katy Williams

Associate, property

Katy is an experienced property lawyer and specialises in property acquisitions and disposals, landlord and tenant matters and pension trust property transactions.

Katy provides support to corporate team on property aspects of business acquisitions and disposals.



Michael Gromett

Solicitor, intellectual property

Michael advises businesses on a range of commercial and intellectual property matters. He advises on the preparation and negotiation of commercial contracts, including product development, supply, and distribution and agency agreements.

Michael can help with queries relating to the exploitation and commercialisation of your intellectual property rights, and the protection and enforcement of those rights.

Michael works closely with the corporate team, providing advice and assistance on the commercial and intellectual property aspects of corporate transactions, including business acquisitions and disposals, and funding.



Melanie Briggs

Team assistant

Melanie provides support to the life sciences team

Key contacts

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