



Dinsmôre

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CHEERS

A COMPLETE MENU OF LEGAL SERVICES
FOR THE

BEER / WINE / SPIRITS INDUSTRY

DINSMORE & SHOHL LLP / LEGAL COUNSEL / BWS.DINSMORE.COM

Complete List of Services

Business Services

- Including: Articles of Incorporation, Articles of Organization, Partnership Agreements, Founders Agreements, Shareholder Agreements, Investor Agreements, Operating Agreements and bylaws

Employment & Labor Law

- Including: Hiring Agreements, Nondisclosure/Confidentiality Agreements, hiring packets and employee handbooks

Lease review

Contract creation or review

- Including distribution, contract brewing and alternating proprietorship

State and federal (TTB) licensing options

- Such as application amendments, review or completion

Trademark clearance, filing and protection

- Including coexistence and cease & desists

Copyright filing and protection

On-going General Counsel services

Fees

Most listed services are billed at a flat fee as indicated, although exceptions may be made for more complex matters. In these cases, and for certain listed services, the following hourly rates apply:



\$425/hour

Partner



\$325/hour

Associate



\$200/hour

Paralegal



Upon request, estimates can be provided before work has begun and additional payment plan options may be available to accommodate your needs.

LEGAL TEAM



April L. Besl

Partner

Cincinnati, OH

April's services include Intellectual Property, Trademark Procurement/Management & Copyright, Intellectual Property Licensing, Intellectual Property Litigation, Privacy, Data Protection and Internet Technologies, and Entertainment Industry.



Sam G. Brinker

Associate

Columbus & Dayton, OH

Sam's services include Real Estate, Corporate & Transactional, Leasing and Property Management, and Acquisitions and Dispositions.



Allan R. Daily

Partner

Cincinnati, OH

Allan's services include Corporate and Transactional, Mergers & Acquisitions, International business, and Venture capital/Private equity.



Robert D. Prine

Associate

San Diego, CA

Robert's services include Labor and Employment



Evan Buckley

Associate

Lexington, KY

Evan's services include Licensing and Contracts.

COMPLETE LIST OF SERVICES

Business Services

S Corporation

Total – \$3,000*

- Articles of Incorporation or Certificate of Incorporation – one (1) class of stock
 - State securities filings
 - Statement of Information (CA)
- Bylaws
- Shareholder Agreement (i.e. Buy-Sell Agreement)
- Founders' Equity Documents
- IRS Form 2553 for S corporation election
- Stock certificates
- Initial board meeting corporate minutes
- Shareholder list
- Federal EIN Number
- Agent for service of process

C Corporation

Total – \$4,500*

- Articles of Incorporation or Certificate of Incorporation – multiple classes of stock
 - Statement of Information
 - State securities filings
- Bylaws
- Shareholder Agreement (i.e. Buy-Sell Agreement)
- Founders' Equity Documents
- Stock certificates
- Initial board meeting corporate minutes
- Shareholder list
- Certificate of Incumbency
- Federal EIN Number
- Agent for service of process

LLC Formation

Total – \$3,000*

Articles of Organization or Certificate of Formation – one (1) class of membership interests

- Statement of Information
- State securities filings
- Operating Agreement
 - Relates only to an initial operating agreement among founding members. More complex operating agreements, including those involving additional members and/or third party investors are not covered.
- Founders' Equity Documents
- IRS Form 2553 for S corporation election (if desired)
- Unit/Share certificates
- Resolutions regarding signature authority
- Interest/ Shareholder list
- Resolutions regarding officers/ managers
- Federal EIN Number
- Agent for service of process

*Flat fees do not cover state filing fees and do not include documents needed to reflect vesting schedules, intellectual property assignments, or units issued for third-party services rendered instead of cash payment. Flat fees do not include tax advice. All tax-related matters will be billed hourly.

COMPLETE LIST OF SERVICES

Capital Raising

Raising capital for your business will vary in complexity and cost** based upon numerous variables that may materially affect the scope of legal services required, including:

- The amount of capital to be raised
- The form of the capital raise, such as debt or equity
- The material terms and conditions of any offering
- The number of investor(s)
- Where the investor(s) are located
- The sophistication of the investor(s) and whether they are accredited
- Involvement of pre-existing investor(s)
- Compliance with securities laws and regulations

PEOPLE



Allan R. Daily
Partner
Cincinnati, OH

WHO TO CONTACT

Questions?
(619) 400-0530
bws@dinsmore.com

** Capital raising fees do not include tax advice. All tax-related matters will be billed hourly.

COMPLETE LIST OF SERVICES

Trademark Searching/Clearance

We generally recommend running a search of your potential mark before filing. This is meant to hopefully identify any major issues in the application process so that the client can take action before too much money is spent in the registration process. We review for not only third party marks on the federal and state trademark registers that may block you, but also unregistered names that could still block your use. We also look out for other issues including, whether your mark may be viewed as descriptive, geographically descriptive, or merely a surname, to avoid derailing your application.

We offer two levels of searching at a flat rate:

Preliminary Search

\$650

(In house search of all federal and state trademark databases and internet investigations)

Full Search

\$1,500

(comprehensive search by our vendor including everything in the prelim and also wide ranging common law databases)

At the conclusion of the search we issue you an opinion detailing the risks in moving forward to both **use** and **registration**. Most clients feel comfortable running our in house preliminary search though some like a more comprehensive review. Once you feel comfortable with the risk levels, we can file an application.

COMPLETE LIST OF SERVICES

Trademark Applications

Whether you conduct a trademark search or not, the goal is to file an application for your mark with the US Trademark Office. You can file an application based on actual use in commerce (e.g. you are selling beer that has crossed state lines or are operating a taproom under the mark) or intended use (e.g. you are in the planning stages or haven't crossed state lines). The benefit of filing an intent to use application is your priority date is set as your date of filing, not when you began using the mark.

There are several hurdles to jump once you file an application:

1. Examination by the Trademark Office;
2. Publication; and
3. Proof of use (applicable only to intent to use applications).

The first hurdle, examination, generally results in some minor "Office Action" by the Trademark Office where they mostly require us to make some minor amendments or provide more information. Occasionally though we do receive more substantive Actions which require more time and effort to respond. The second hurdle is where third parties can start a mini-litigation at the Trademark Office if they think your mark will harm their rights. We generally see these very rarely but they can happen. The final hurdle is where you have to prove use of your mark in interstate commerce to register. You can "buy" up to 3 years to prove use on a six-month basis.

We offer the following levels of flat fees to help control costs in the registration process:

Level One: \$825

- Includes initial filing fee of \$350 for one Class (type of good/service) through to registration (*excludes handling of Office Actions, appeals, and oppositions, which are billed hourly*)
- Additional Classes add \$350 per Class

Level Two: \$1,075

- Includes initial filing fee of \$350 for one Class (type of good/service) through to registration and handling of minor Office Actions (*excludes handling of substantive Office Actions (e.g. likelihood of confusion, surname, descriptiveness, genericness, and failure to function as a mark), appeals, and oppositions, which are billed hourly*)
- Additional Classes add \$350 per Class

Level Three: \$2,075

- Includes initial filing fee of \$350 for one Class (type of good/service) through to registration and handling of all Office Actions (*excludes appeals and oppositions, which are billed hourly*)
- Additional Classes add \$350 per Class

ITU Applications:

Same Levels as Above with the Following Flat Fees Added

- Statement of Use – \$300 (Inclusive of Filing Fees)
- Extension Request – \$200 (Inclusive of Filing Fees)

COMPLETE LIST OF SERVICES

Trademark Applications (cont.)

After you get your registration you will eventually have to file renewals to keep your trademarks alive. They are due every 10 years with an initial renewal due between the 5th and 6th year of registration. We offer the following flat fees for these renewals:

- Declaration of Use and Incontestability (Between 5th & 6th Year)
– **One Class: \$725**
- Declaration of Use and Renewal (Every 10 Years)
– **One Class: \$750**

Additional Classes will add additional filing fees on a per Class basis.

PEOPLE



April L. Besi
Partner
Cincinnati, OH

WHO TO CONTACT

Questions?
(619) 400-0530
bws@dinsmore.com

COMPLETE LIST OF SERVICES

Contracts

Contract Creation

Master distribution contract

\$500 legal fee

Contract brewing contract

\$300 legal fee

Alternating Proprietorship contract

\$300 legal fee

Additional edits to any of the above

Billed at hourly rates

Contract Reviews

(billed at hourly rates)

- Distribution contract review
- Contract and lease review
- Contract drafting – examples include contract brewing agreements, private label agreements, event hosting agreements, etc.

PEOPLE



Evan Buckley

Associate
Lexington, KY

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Questions?

(619) 400-0530
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COMPLETE LIST OF SERVICES

Licensing

State

Application Completion

\$3,100 plus government fees*

- Compile all forms***
- Work with local planning office for zoning affidavit
- Run residence and consideration point report
- Government fees vary based on locality
- Business Document Review**

Application Review

\$950

- Provide all necessary forms
- Answer questions as needed
- Business Document Review**
- Full review of application before submission

Federal (TTB)

Application Completion

\$1,950 plus government fees

- Complete Personal Questionnaire/Application***
- Business Document Review**
- Upload required documents

Application Review

\$800

- Provide the necessary links
- Answer questions as needed
- Business Document Review**
- Full review of application with corrections (if necessary) – includes two rounds of reviews with additional reviews to be billed at hourly rates

Miscellaneous

Filing amendments for Federal Licensing (TTB)

\$200/hour

Filing changes for State Licensing

\$200/hour

PEOPLE



Evan Buckley
Associate
Lexington, KY

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(619) 400-0530
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* Government fees can include Zoning Affidavit costs which are dependent on location and are subject to change.

** Clients who have used Dinsmore & Shohl LLP to form their business entity will receive a \$450 credit towards the cost of any of our packages. Other clients will be invoiced for packages at the cost listed above unless notice is sent to opt out of a business document review.

*** Additional entities as owners or more than four (4) individual personal questionnaires will be billed at the \$200/hourly rate to be completed.

COMPLETE LIST OF SERVICES

Employment Law/Human Resources (California only)

Hiring Packets

Five (5) packets with poster

\$200

- One (1) poster*
- Wage order
- I-9
- Pamphlets
- Checklist
- Additional set of five (5) packets – \$90/set

Additional Initial Forms

\$300

- Intellectual property
- Meal period waiver
- Confidentiality agreement
- Equipment issue form
- Emergency contact form
- Performance review form

Job Descriptions

Standard

\$250

- Sales
- Brewers
- Tasting room staff

Customized

Billed at hourly rates

- Based on number of positions
- Compensation plans
- Offer letters

Employee Handbooks

Basic

\$1,500

Customized

\$425/hour

Audit of an existing handbook

\$425/hour

*Bay Area employers – a region-specific poster can also be added for \$50.

COMPLETE LIST OF SERVICES

Packages

(Customization available at base plus hourly rates for changes)

Start-Up Brewery Employee Package

\$500

- Five (5) hiring packets with poster
- Initial forms:
 - Intellectual property
 - Meal period waiver
 - Confidentiality Agreement
 - Equipment Issue Form
 - Emergency Contact Form
 - Performance Review Form
- Standard job descriptions

Complete Brewery Employee Package

\$2,000

- Five (5) hiring packets with poster
- Initial forms:
 - Intellectual property
 - Meal period waiver
 - Confidentiality Agreement
 - Equipment Issue Form
 - Emergency Contact Form
 - Performance Review Form
- Standard job descriptions
- Standard employee handbook

Audits

Initial Compliance Audit

\$1,000

(\$500 to be applied to any future work)

Annual Compliance Review

\$750

(\$150 to be applied to any future work)

Employment contracts

Severance agreements, pre-termination audits, etc.

\$425/hour

PEOPLE



Robert D. Prine

Associate
San Diego, CA

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DINSMORE & SHOHL LLP

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