

GLOBAL CAPITAL

INNOVATION & DISRUPTIVE TECH PRACTICE

VENTURE CAPITAL | SCALEUPS | ADVANCED TECH | INNOVATION



DISRUPTIVE TECH

STRATEGIC ALLIANCES CROSSPLATFORM LICENSES
RAISING CAPITAL PRE-SEED DEVELOPMENT SAAS AGREEMENTS
INTERNATIONAL EXPANSION TRANSBORDER M&A SERIES A
CORPORATE STRUCTURE CROWDFUNDING AUGMENTED REALITY
MOBILE IP DATA MINING COMMERCIALIZATION SCALEUP GROWTH
BIG DATA CLEANTECH MOBILE DISTRIBUTION LEAN STARTUPS
DIGITAL CONTENT DISTRIBUTION AGREEMENTS NANOTECH
CROWDSOURCING IP STRATEGY MEDTECH PRIVACY POLICIES
IMMERSIVE ENVIRONMENTS & VR STARTUP MENTORING
INNOVATION

The law firm and strategic consulting firm of GLOBAL CAPITAL counsel clients who want to accelerate growth and innovation—a merger or acquisition, foreign market expansion, strategic alliance, digital content license, mobile deal, foreign and domestic labor and employment policies, starting a new initiative or raising capital. Clients like our pragmatic approach:

Advice & actions that add value

GLOBAL CAPITAL STRATEGIC GROUP | GLOBAL CAPITAL LAW GROUP PC

CALIFORNIA | ITALY

WHAT WE DO

Venture capital firms, their portfolio companies and corporations need strategic & legal counsel without “breaking the bank” to ensure rapid growth in value—from additional capital sources to new management to international partners to innovation initiatives. **GLOBAL CAPITAL** provides expertise for companies who plan to disrupt—or innovate to survive disruption.

The two firms of the Global Capital Group work together for clients or work separately, depending upon client requirements. Think of Global Capital on the law side as experts in commercializing c beyond-the bleeding edge technology or serving as *interim general counsel* and on the strategic side as *interim strategic management*. Legal issues require a lot of attention and speed, rendering the traditional law firm approach expensive and inefficient. Similarly, startups need that same speed to establish their initial market presence. In such cases, Global Capital professionals become, in effect, interim managers who help the founding team with strategic relationships with distribution, sales, marketing and technology partners.

For example, for scaleups, startups and VCs:

<i>Pre-seed</i>	<i>Seed & Angel</i>	<i>Series A</i>	<i>Series B+</i>
Focus team on POC, Lean Startup analytics	Advise on commercialization	To accelerate scaling, obtain strategic partners and advise on appropriate expansion	Expand strategic & international presence for increased penetration & sales
Help with Pitch Decks	Help recruit team	Serve as interim CXOs	Serve in specialized roles
Mentor founders	Prepare founders for growth phase	Help develop internal structure & procedures for growth phase (e.g., HR, S&M, analytics, financials, options)	Monitor internal development and provide specialized assistance
Advise on seeking investors	Advise on investment terms	Prepare for Series B phase	Enhance value for exit
Serve as interim General Counsel for corporate & team	General Counsel primarily for “external” needs—	General Counsel (focus on agreements; coordinate specialized	Serve as specialized corporate counsel reporting to in-house



formation

alliances, sales,
growth

counsel)

counsel

RECENT **DISRUPTIVE TECH** ENGAGEMENTS

- Served as “coordinating counsel” in transnational M&A transaction with scaleups
- Negotiated master service agreement and several SOWs with Google for VR content
- Negotiated seed and angel term sheets and investment agreements ranging from \$75,000 to \$300,000 for multiple European startups
- Served as interim general counsel for VR technology & platform startup
- Served as interim general counsel, drafting & managing all “base” agreements for multiple startups and scaleups & managing outside counsel
- Negotiated VR development agreements and “design bible” for medtech VR scaleup
- Mentored 150+ EU startups on raising capital, international expansion and commercialization
- Advised startup on Eastern European expansion and subsidiaries and negotiated related agreements
- Negotiated and drafted agreements for B2B platform scaleup with multinational music corporations
- Developed international reseller strategy for B2B Cloud-based startup
- Negotiated transborder SaaS and systems integration agreements
- Drafted and managed master service and licensing agreements for multiple scaleups
- Devised international alliance strategy and created team to serve as interim head of alliances to implement
- Advised blockchain venture capital fund on investment selection
- Structured parent and international subsidiaries for multiple startups
- Negotiated Chinese, North American, European and global mobile publishing deals
- Found candidates to head sales in the Americas for EU startup
- Identified potential European and Latin American strategic partners for Cloud-based startup
- Negotiated new investment and capital structure of contact center technology platform company
- Drafted TOUs and privacy policies for multiple cloud-based subscription services
- Negotiated revised international reseller agreements for telecommunications platform
- Negotiated referral agreements for strategic partners for technology platform
- Launched and obtained investment for B2B technology platform for delivery services



- Provided strategic analysis for Internet ad companies on intellectual capital
- Advised on Series A funding for mobile game development startup
- Advised US subsidiary on VC investment in non-US parent
- Negotiated sale of Italian startup to US company
- Negotiated international publishing arrangement for app developer
- Advised on launch of US subsidiary of non-US technology development company
- Negotiated enterprise agreement for global subscriptions to cloud-based analytic service
- Structured and advised on cloud-based technology spinoff from technology company
- Drafted and negotiated license arrangement between online trend analysis company and multinational technology company
- Negotiated software development and license agreement for online analytics company and software development company
- Advised battery and power-storage technology company on fund-raising and US distribution
- Advised automotive technology platform provider on VC investment

HOW WE GET INVOLVED

BASIC PROCEDURES & AGREEMENTS FOR STARTUPS Few matters are more important than getting things right at the outset. For many startups, Global Capital creates the legal agreements and business processes necessary to get started—from the corporate formation documents and filings to the basic employment and independent contractor agreements, NDAs, term sheets and initial commercial agreements and the business processes to manage early growth. This engagement usually involves only legal and strategic advice.

SCALEUPS: THE INTERNAL INFRASTRUCTURE & THE EXTERNAL NETWORK Even with venture investment scaleups often fail because the team is ill-equipped to deal with scaling. Global Capital helps that scaleup, well, *to scale* by building the institutional infrastructure and processes that accommodate rapid growth while *also* helping to establish critical external alliance networks, from technology partners to resellers to



distributors. In these situations, the lawyers serve as interim general counsel to provide the legal basis for rapid growth and specialized counsel for external agreements.

MARKET ENTRY & EXPANSION By definition, startups need to get into the market *fast* and scaleups need to expand their market presence. That effort can be overwhelming. Global Capital professionals help identify and negotiate with strategic partners who will increase that penetration and then create the internal procedures—and legal documents—to make that process efficient and effective. For example, for Cloud-based startups, Global Capital can create the SaaS and reseller templates that are adjusted to suit the special conditions of each partner. In these situations, the startup would engage both the law firm and the consulting firm.

INTERIM GENERAL COUNSEL Every country has excellent lawyers and other professionals with sophisticated expertise. It is inefficient to use these lawyers for day-to-day matters: They are expensive and can be inefficient. They can “break the bank.” It is one thing to have one of the best firms negotiate a Series B investment of \$30 million, where expertise might be worth the high price tag, but the daily requirements such as negotiating employment agreements or referral deals can be done more effectively at a lower cost. It is also important to build up the internal capacity to handle such matters. Here Global Capital operates as general counsel, supervising outside counsel—such as the lawyers engaged to negotiate a Series B investment or an acquisition—while handling the “daily grind” of matters that do not require expensive outside lawyers.

INNOVATING TO SURVIVE DISRUPTION Larger corporations are beginning to wake up to tectonic shifts in their core markets caused by scaleups, whether in the fintech, hospitality, transportation or digital content space. It does not matter: Disruption, at an accelerated pace, now defines the commercial environment. Global Capital works with the innovation initiatives of large corporations, advising on new trends and how to



respond to them or scouting the startup and scaleup community for the right teams and the right technology.

MENTORING & TRAINING Global Capital also provides training webinars to groups of portfolio company managers. The 30+ programs cover topics from term sheets to HR planning to stock options to incorporation processes in other countries. These programs have been developed from the involvement of Global Capital professionals in numerous startup programs as screeners, judges and mentors, including Intesa San Paolo's Startup Initiative, Mind the Bridge, TechPeaks, SeedLab, TechHub, SocialAppItalia, Startup Weekend, Startmiup and PortTechLA.

PREPARING FOR THE EXIT When it comes time for an exit, VCs need two things: attractive portfolio companies and interested buyers. Often, certain aspects of portfolio companies need to be revised to make them attractive—reducing cash-burn or expanding strategic relationships, for example. Global Capital brings in a team to do just that—enhance the company's performance in the short and mid-term to prepare it for longer-term success when owned by someone else. Similarly, Global Capital can find potential buyers because of its international presence and network.

WHAT WE COST

Global Capital takes a strategic approach to pricing—meaning that the fees are reduced in many ways, from providing “packages” of services to flat fees to deferred fees to equity participation. We do not “nickel and dime” clients with additional charges such as phone calls, overtime work, etc. As such, our fees are roughly 40-50% of our competitors.

WHO WE ARE

Global Capital is based in California with a presence in Milan, Italy and professionals located in Shanghai, Colorado and New York.

JAMES C. ROBERTS III

JD *University of Chicago*
MA *Stanford University*



BS *University of California, Berkeley*

James is the managing principal of the firm and leads the strategic consulting practice of Global Capital Strategic Group. He counsels clients on mergers & acquisitions, strategic alliances, joint ventures, licensing, intellectual property and international markets in Northern and Southern California and Europe. James negotiated the first software licenses for *Peanuts* characters and licenses for such other properties as *The Flintstones*. He founded The Atlantic Advisory Group, a strategic consulting firm advising technology companies on transborder M&A and expansion. He was at SRI International (formerly Stanford Research Institute), conducting strategic analysis in Southeast Asia, the Middle East and Europe.

James regularly speaks on venture capital and startups and serves as a mentor and judge in numerous startup competitions, bootcamps and accelerators. He also works closely with museums, galleries, research institutes and others on invigorating such entities to take advantage of new digital opportunities. James serves on boards of several privately-held companies and non-profits, including the Creative Media & Behavioral Health Center of the University of Southern California. He is Director Emeritus of the Mayme A. Clayton Library & Museum. He recently served for several years as the Vice Chair and then Chair of the Licensing Interest Group of the State Bar of California. He “commutes” between the US and Milan, Italy. He is admitted to practice in California.

CRISTINA MANASSE

Laurea (Italian JD), University of Milan

MA Intellectual Property, University of Bocconi

Post-graduate degrees in EU Law & Economics, University of Milan

Cristina, Italian counsel to Global Capital, specializes in corporate and commercial law, art law and intellectual property. She frequently serves as the Italian equivalent of “of counsel” to various clients. In commercial and corporate law, she drafts and negotiates agreements relating to mergers & acquisitions, strategic alliances, joint ventures, international distribution and licensing, terms of use and privacy policies.

In art and culture law, Cristina advises participants in the art world on all legal issues related to art and intellectual property (e.g., licensing, restitution, digitization, exhibitions, purchase & sale, inheritance, title & provenance, forgeries and IP rights protection) and also on digital matters and business models. She advises private and institutional collectors, museums, art galleries, auction houses, cultural organizations, artists, fair organizers and sponsors, media & broadcasting companies and publishers.

She has lectured at numerous conferences and universities, including the University of Milan where she also served for several years as a teaching assistant, and she has published articles on commercial and art law issues. Cristina works closely with the ASK Centre (Art, Science and Knowledge) of Bocconi University, Milan, as a specialist for art law and intellectual property law.



From 2006 through 2008 she was co-chair of the Art, Cultural Institutions and Heritage Law Committee of the International Bar Association, after having served in various other capacities as an officer of that committee from 2001. She is fluent in Italian, English, Spanish and French.

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PLEASE CONTACT

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