

Robert E. Brown, Esq.
 Boylan, Brown, Code, Fowler,
 Randall & Wilson
 900 Midtown Tower
 Rochester, New York 14604
 Rochester Forth Conference
 June 9-13, 1987

**Organizing and Financing
 Start-Up Software Ventures**

I. The Business Plan

A. Topics

1. People
 - a. Marketing
 - b. Financing
 - c. Production
2. Product
3. Marketing
 - a. size of market
 - b. competition
 - c. legal protection
 - d. press releases about business or industry
4. Financing
 - a. projected expenses (including materials and labor cost data)
 - b. income
 - c. payback to investors

B. Organization

1. Executive Summary
2. Product
3. Marketing
4. People
5. Financial

C. Helpful Hints

1. Outline
2. Length
3. Proprietary Information
4. Professional help

- II. How to Find Venture Capitalists (Private Financing)
 - A. Local capital vs. Traditional Venture Capital Centers
 - B. Databook of Venture Capital Sources for High Technology Companies, Loftin, R.
 - C. Small Business Investment Corporations
 - D. Minority Enterprise Small Business Investment Corporations
- III. Typical Requirements for Private Financing
 - A. Rates of Return
 - B. Ownership Control
 - 1. Start-up Companies
 - 2. Mature Companies
 - C. Future Liquidity
- IV. Public/Quasi Public Financing
 - A. Private Placement
 - B. Public Offering
- V. Forms of Organization
 - A. Liability/Structure
 - 1. Corporate
 - 2. Partnership (including R & D Partnership and Limited Partnership)
 - B. Tax Structure
- VI. Your professional advisers
 - A. Attorneys/Accountants
 - B. Board of Directors