



---

---

---

---

---

---

---

---



---

---

---

---

---

---

---

---



---

---

---

---

---

---

---

---

## American Legal Challenge

4

WILLIAMS MULLEN

---

---

---

---

---

---

---

---

## The Solution: The FAQ (Frequently Asked Questions)



[www.williamsmullen.com/news/10FAQs](http://www.williamsmullen.com/news/10FAQs)

An introduction →

5

WILLIAMS MULLEN

---

---

---

---

---

---

---

---

## FAQs to Grow Your Cyber Security Business in the USA

Williams Mullen  
Fairfax County and  
Washington, D.C. 20006  
Eliot Norman [enorman@williamsmullen.com](mailto:enorman@williamsmullen.com)  
+1.804.420.6000  
<http://www.linkedin.com/in/businessimmigrationlawyer>

6

WILLIAMS MULLEN

---

---

---

---

---

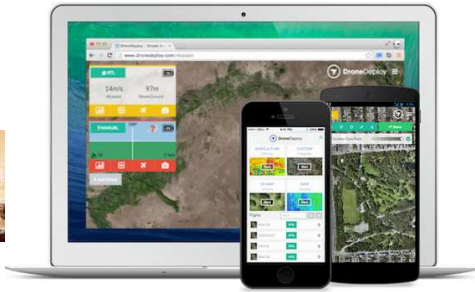
---

---

---

## Silver Skates CyberSecurity B.V.

Hans in Leiden



7



---

---

---

---

---

---

---

---



### CEO of Big Defense Security Services



8



---

---

---

---

---

---

---

---

## The Market



9



---

---

---

---

---

---

---

---

THINK  
BIG!

---

---

---

---

---

---

---

---

---

---

11

---

---

---

---

---

---

---

---

---

---

THE MARKET? (Think Big?)

12

---

---

---

---

---

---

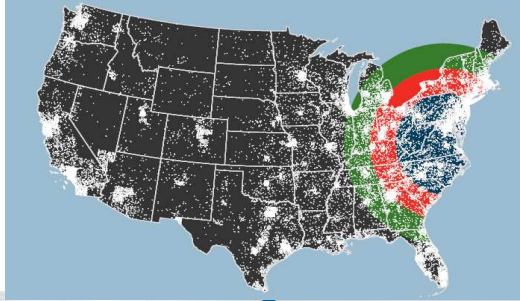
---

---

---

---

## Or Think Cluster?



07/08/11  
13

WILLIAMS MULLEN

---

---

---

---

---

---

---

---



14

WILLIAMS MULLEN

---

---

---

---

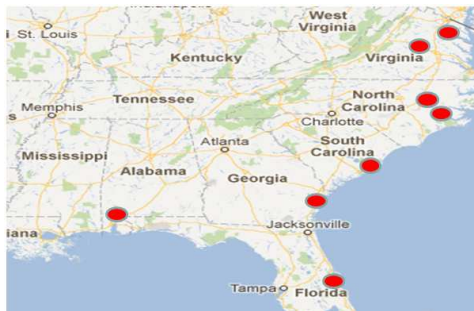
---

---

---

---

## Example: "CLUSTER" ?



15

WILLIAMS MULLEN

---

---

---

---

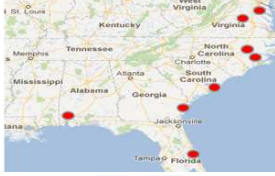
---

---

---

---

**An Example: The New Southeast U.S. Aerospace**



- > Mobile, AL (Airbus)
- > Savannah, GA (Gulfstream-General Dynamics)
- > Charleston, SC (Boeing)
- > Greensboro, NC (Hondajet)
- > Durham, NC (GE Aviation)
- > Richmond/Petersburg, VA (Rolls-Royce)
- > Melbourne, Fla (Embraer)



16



---

---

---

---

---

---

---

---

Hans to GR : “ ”



17



---

---

---

---

---

---

---

---

**It all starts here**



18



---

---

---

---

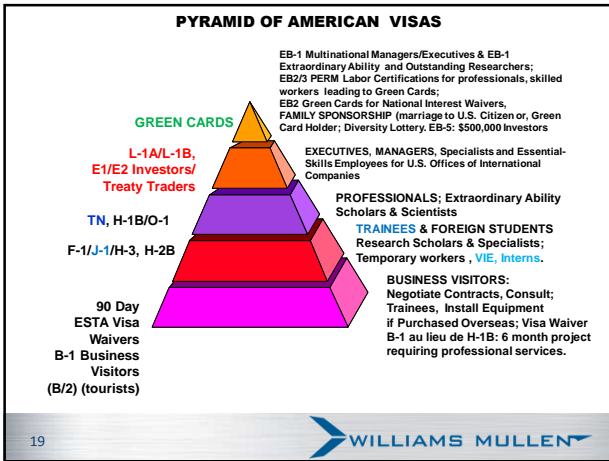
---

---

---

---






---

---

---

---

---

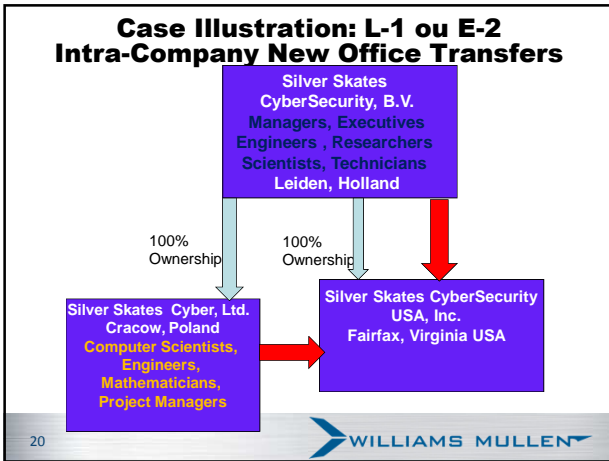
---

---

---

---

---




---

---

---

---

---

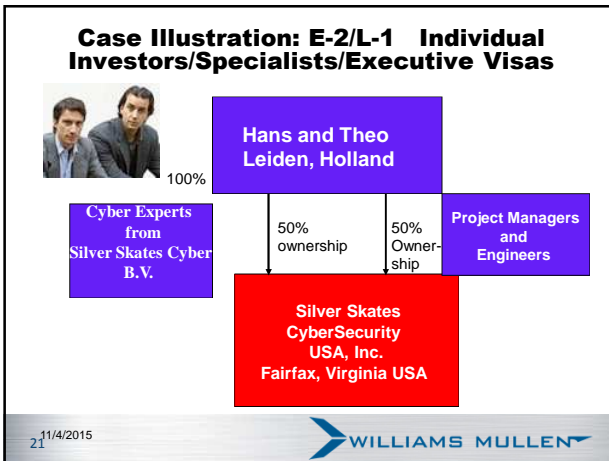
---

---

---

---

---




---

---

---

---

---

---

---

---

---

---

## USCIS and U.S. Embassies



22 WILLIAMS MULLEN  
>finding your



---

---

---

---

---

---

---

---

## What Structure for What Project?

### Incorporation or Limited Liability Company?



23



---

---

---

---

---

---

---

---

## Choices

C Corporation



IRS

+ dividends to shareholders

Limited Liability Company



24



---

---

---

---

---

---

---

---



### Incorporate in Delaware?

- > Delaware or other states
- > Qualifying to do business in other states
- > See Handbook FAQ # 3
- > Other Tax Considerations among States?
  - > See FAQ Handbook # 4
- > [www.williamsmullen.com/news/10FAQs](http://www.williamsmullen.com/news/10FAQs)
- > <http://www.williamsmullen.com/news/FDI-USA-Newsletter>

25



---

---

---

---

---

---

---

---

### Two Months Later

- Hans to GR: "24/7 OK." But...This Contract, 75 pages?"



26



---

---

---

---

---

---

---

---

### Attention!

**RTBC! RTBC!**



27



---

---

---

---

---

---

---

---

## Contracts and American Business Culture:



- > **#1: Law and contracts must be respected; everything in the contract once it is signed**
- > No link between contract and personal relationship: « *it's just business, it's not personal* » « *business is business* »
- > Judge will not use his blue pencil to correct the contract
- > In negotiations, in the end, it all must be documented
- > **#2: One country, THINK BIG! but 50 states for the contracts.**
- > So Am I under law of California or law of Virginia?
- > Can make all the difference
- > « *Americanize* » your agreements !
- ask for legal advice to interpret and apply the law of the state that will govern any dispute:



28

---

---

---

---

---

---

---

---

---

---




---

---

---

---

---

---

---

---

---

---



### # 3

Your IP. Can you identify your IP?

- Background IP
- Foreground IP
- What are you really giving up?
- Who will own it at end of contract?
- **Handout: 5 points to consider**

30

---

---

---

---

---

---

---

---

---

---

### # 3: IP

- See our Top 5 IP Considerations when entering the USA Market (Handout)
  - Identify the IP, not easy
  - Can we protect it in the USA
  - Go ahead and protect it
  - Avoid violations of Third party IP
  - IP Protection Program going forward

31



---

---

---

---

---

---

---

---

### Trade Secret versus Patent



32



---

---

---

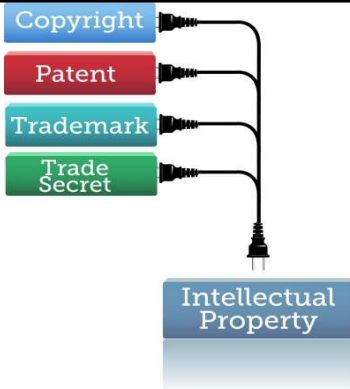
---

---

---

---

---



- > Trade Secrets
  - > State Law
  - > Importance of Confidentiality/ Non-solicitation agreements (in addition to At will employment)

33



---

---

---

---

---

---

---

---

## #4 Liability Provisions

Pay close attention to liability provisions, including responsibility for defective products, liquidated and consequential damages, and the obligation to indemnify Buyer for damages... among others

34



---

---

---

---

---

---

---

---

## Liquidated Damages?

- GR to Hans: “you are late in delivery”: “\$2000 a day to pay me.”
- Hans: “But you are 2 years behind anyways on deliveries to Amazon
- GR: “Show me the money”
- The Judge?



GO AHEAD,  
MAKE MY DAY.  
-Sudden Impact  
(Clint Eastwood)



DandelionQuotes.com

35



---

---

---

---

---

---

---

---

## Three Years Later



---

---

---

---

---

---

---

---

## What if there is a dispute?

- > Consider dispute resolution solutions:
  - > **Mediation**
  - > **Arbitration**
- > It is often far less expensive and must faster to resolve disputes before the **Federal U.S. District Courts**.
  - > **Will compel mediation**
  - > **Will help compromise disputes**
  - > **Far less expensive and faster**



37

WILLIAMS MULLEN

---

---

---

---

---

---

---

---

# PIVOT



WILLIAMS MULLEN

---

---

---

---

---

---

---

---

## Next Step: Joint Venture?

Dutch : Silver Skates CyberSecurity USA Inc.

American : Retail Stores Security, Inc.

50%

50%



U.S. Joint Venture Encryption/Anti-Hacking Solutions, LLC



39

WILLIAMS MULLEN

---

---

---

---

---

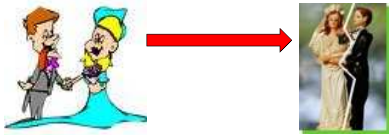
---

---

---

## Further Thoughts: Joint Venture

- > Define well the scope of the joint venture agreement and use an American contract
- > Know how to end it before you sign it
- > \*\*\*\*Plan for the divorce before you get married\*\*\*\*



>TEAMING AGREEMENT ALTERNATIVE??

40

---

---

---

---

---

---

---

---

## Alternative to JV = M&A

- > Benefits of M&A
  - > Gain an entry, a foothold into the USA.
  - > Even a small acquisition can make a huge difference.
  - > Examples: *EB Aviation in New Jersey*
  - > localize and « americanize » your foreign business
  - > add to your ability to compete, *comply with ITAR*
  - > create a level playing field with your American competitors
  - > M&A: Less complex, ultimately more profitable than a JV
  - > \*\*May give your company the ability to raise capital from VC, private equity and commercial banks in the USA\*\*



41

---

---

---

---

---

---

---

---

## Conclusion

42

---

---

---

---

---

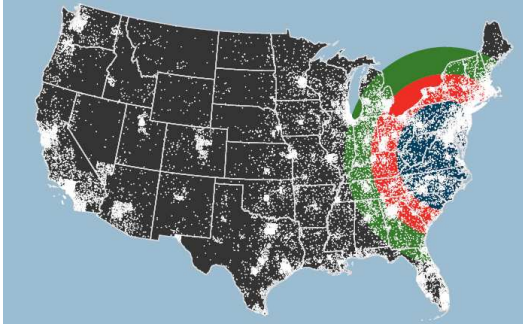
---

---

---



**Choose the market that makes sense for your company**



43



---

---

---

---

---

---

---

---

**Conclusion : Your Success will Depend upon:**

- > The Right Structure for the Project
- > Right Choice of Visas
- > Incorporation
- > Paying attention to management of your contracts
- > Putting in place protections for your IP
- > Finding the right team of advisors- site selection, legal, accounting, financial
- > Establishing a legal budget that fits your size of investment: \$\$



44



---

---

---

---

---

---

---

---

**IF WE WERE LAWYERS,  
THIS WOULD BE BILLABLE TIME**



*"If we were lawyers, this would be billable time."*

45



---

---

---

---

---

---

---

---

**Solution: Business Expansion Legal Services**

- > Covers you from A to Z for first 6 months
- > Fixed monthly fee
- > Gets you your answers to your 10 FAQ
  - > [www.Williamsmullen.com/news/10FAQs](http://www.Williamsmullen.com/news/10FAQs)
  - > [www.williamsmullen.com/practice/FDI](http://www.williamsmullen.com/practice/FDI)
- > **Levels the playing field with your American competitors**

46



---

---

---

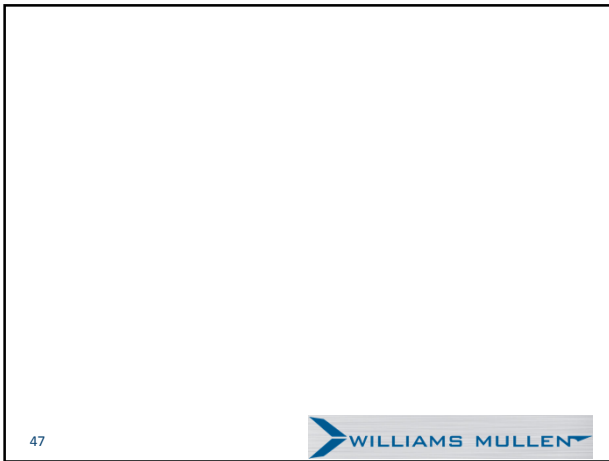
---

---

---

---

---



47



---

---

---

---

---

---

---

---



**QUESTIONS ?**

**Eliot Norman**

Williams Mullen  
Fairfax County & Washington, D.C.  
+1.804.420.6000  
[enorman@williamsmullen.com](mailto:enorman@williamsmullen.com)

<http://www.williamsmullen.com/practice/data-protection-and-cybersecurity>

48



---

---

---

---

---

---

---

---