

Legal Foundation For Success In the U. S.

From the first U. S. contract, to setting up in the U. S., to getting work visas -
Establish sound legal structures from the beginning – it matters!

Legal Issues for (almost) Everyone:

- Contracts
- Legal Setup / Structure
- Intellectual Property
- Product Liability
- Visas

General overview – US legal system:

- Not one country!
- Federal and State legal systems (50+ jurisdictions) – and add to that local regulations
- Respect, tolerance, patience – Rules must be followed(!); don't expect everything to be like in Denmark; and things take time!

Contracts:

- It always starts with a contract
- What is a contract? – Enforceable agreement
- Predictability – Rights and obligations
- Contracts are governed (mainly) by State law

Contracts (2) - Culture:

- Contracts and culture
- Sheer volume! (Don't give up!)
- Negotiations
- Language – Beware of “Danglish”! Legal terms may not mean what you think.
- In particular, DO NOT use Danish employment contracts for employment in the U. S.!

Contracts (3) - Principles:

- Some important principles in U. S. contract law:
- Consideration
- Statute of Frauds
- Parol Evidence Rule

Contracts (4)- important terms:

- Parties
- Delivery / Payment Terms
- Allocation of risk / liability
- Use of your Intellectual Property
- Non-competition
- Term and termination

Contracts (5) – more terms:

- Customer database
- Confidentiality
- Choice of law – Dispute resolution
- Arbitration or regular courts

Legal setup / structure

- Form a U. S. legal entity – why? Objectives:
- Limit liability – protect your assets
- Ownership structure – transfers/new owners
- Managable and predictable taxation
- Convenience

Legal setup / structure (2)

- The answer: Corporation or limited liability company (LLC)
- Choice of State in which to incorporate (not necessarily the same as location of office)
- Management – requirements, liability, directors, officers.
- Process of forming and maintaining a U. S. entity

Intellectual Property

- Protection before entering the U. S. Market
- Patents – Registration - complex, costly
- Trademarks – Registration - easy, cheap
- Designs – Registration - less easy, relatively cheap
- Copyrights – Registration - less easy, relatively cheap
- Trade Secrets – Contract!

Product Liability

- 😬 (It's really not that bad)
- Contracts, legal setup, do not make you immune
- Make good products!
- Instructions
- Insurance
- Internal allocation of risk with business partners

U. S. Visas

- Important and serious for your business! The choice of legal structure is often dictated by visa options
- Non-immigrant Visas vs. "Green Cards".
- Common/possible Visa Categories: B-1, L-1, E-1/2, H-1B (O-1, J-1).
- New administration

Thank You!

Please feel free to contact me with any questions or comments.

tt@thomasmartinlaw.com

Phone: +45 30 52 53 30

© Thomas Thorup, Attorney (California), Advokat (Denmark)
tt@thomasmartinlaw.com, phone +4530525330

**THOMAS
MARTIN**
USA · DENMARK · BUSINESS LAW