

**goodcounsel** is an innovative legal practice, founded to provide companies and individuals with the sophisticated legal representation typically associated with larger firms – at a much lower cost.

## My background

I am a graduate of Yale Law School, an alumnus of the corporate/private equity group at Kirkland & Ellis, a successful business founder, and the former General Counsel of several early-stage technology companies. (Career highlights are outlined below.) Out of this unique blend of experiences, I have developed a strong appreciation of the challenges faced by growing companies, entrepreneurs, and other business professionals. To meet those challenges, I offer value-oriented legal services founded upon business savvy, creativity, a balanced approach to risk, and a keen understanding of client objectives.

## The goodcounsel difference

There are a lot of very good law firms in the world. I spent time at a couple of them, practicing with attorneys who produced top-notch legal work. I had something a little bit different in mind when I founded **goodcounsel**. I wanted to work with companies that were newer and not quite as big, ranging from startups and early-stage companies to those that are several rounds in and growing fast. These companies are often priced out of high-quality legal representation, which is unfortunate, because they need it as much as anyone else. **goodcounsel** fills this gap by offering top-tier legal services, typically on a fixed-fee basis. Resource-conscious companies get what they need and know what they'll pay, whether it is for a specific transaction such as a funding round or for day-to-day legal needs supported by "fractional general counsel" services.

As important as getting a fair price is finding a legal partner who thinks and acts like a member of your management team: not a lawyer who flags the issues that kill the deal, but one who works through the issues and closes the deal. This is where my experience as a company founder in my own right, as well as in-house counsel to several early stage companies, sets this practice apart. I have walked many miles in the shoes of an entrepreneur. I have lived the challenges that they and their companies face. I grasp the business implications of legal decisions. I am practical. I can relate.

## Areas of focus

With a broad base of experience, I offer authoritative counsel across a range of subject areas, including:

- Private investment transactions and M&A
- Entity selection, formation and general corporate counseling
- Commercial contracts
- Internet law
- Software licensing/software-as-a-service terms

- Copyright and trademark protection, and general intellectual property counseling
- Employment agreements, separations and restrictive covenants
- General individual and company representation

Because a single point of contact and accountability is essential, I access a network of talented practitioners who concentrate in areas such as patents, taxation and real estate and manage them on behalf of my clients as an “outside general counsel.”

I am able to take on matters for clients nationwide.

### **Innovative, budget-sensitive service models**

A fundamental orientation to value, supported by technological sophistication and low overhead, enables **goodcounsel** to offer rates well below those of larger law firms. Straight hourly billing, fractional/outside General Counsel services and fixed-fee engagements are available, based on client needs and budgets.

### **Endorsements**

Praise for **goodcounsel** from its clients:

“After searching high and low for a lawyer who understands the unique needs and issues of a tech startup, we found Ken. He has entrepreneurial experience, so he definitely understands the place that startups find themselves in. He has a knack for explaining things in plain English, and will steer you away from the pitfalls of starting a company in today's business climate. We cannot praise him enough.”  
– CEO, *Farehelper.com*

More endorsements can be viewed at <http://www.mygoodcounsel.com/clients-kudos>

### **Representative matters**

- Representing an individual investor across the lifespan of a secured angel loan, including original transaction documentation, bankruptcy strategy, foreclosure proceedings and UCC foreclosure and sale of IP collateral.
- Counseling several entrepreneurs and early-stage management teams on company formation, equity structuring, fundraising and securities law compliance.
- Assisting web-based companies with Internet terms and conditions, privacy policies and trademark registrations.
- Participated in various M&A and private investment transactions both as in-house and outside counsel, such as the sale of HighBeam Research to Cengage Learning, the \$780 million leveraged buyout of Ziff-Davis by Willis Stein & Partners, and the acquisition of Robinson Bus by National Express Group PLC. (Work included main acquisition agreements plus ancillary employment, equity, and shareholder agreements, as well as conducting/responding to due diligence.)
- Negotiated software license, technology and other service agreements on behalf of clients with counterparties such as Google, Microsoft, Yahoo, Oracle, SunGard, Rackspace and Iron Mountain.

- Ongoing interpretation of and compliance with core Internet statutes and regulations, such as the new Guidelines to Section 5 of FTC Act, the Communications Decency Act (CDA), and the Digital Millennium Copyright Act (DMCA).
- Negotiated complex content licensing arrangements with publishers and aggregators such as the Washington Post, Knight-Ridder Digital and ProQuest.
- Successfully deterred a competitor from seeking injunctive relief based on alleged non-compete/non-solicitation violations in the hiring of a key sales executive by my client.
- Achieved a complete victory for my client against a bad-faith opposition to its federal trademark registration. (HighBeam Marketing, LLC v. HighBeam Research, LLC, 85 USPQ2d 1902 (TTAB 2008)).

## Career highlights

### *Education*

Yale Law School, J.D. 1995. Senior Editor, *Yale Law Journal*; Editor, *Yale Law & Policy Review*  
Yale University, B.A. 1991. *Magna Cum Laude*  
University of Chicago, Booth School of Business, coursework in Financial Accounting

### *Clerkship*

Law Clerk to The Honorable Reena Raggi, U.S. District Court for the Eastern District of New York

### *Legal & Business Experience*

General Counsel & Director of Business Development, Viewpoints Network LLC  
Legal Counsel, Rise Health, Inc.  
General Counsel & Director, HighBeam Research, Inc.  
Founder, Chairman and President, Fox & Obel  
Corporate Associate, Kirkland & Ellis, Private Equity Group  
Assistant Corporation Counsel, City of Chicago Law Department, Commercial & Policy Litigation  
Litigation Associate, Paul, Weiss, Rifkind, Wharton & Garrison

### *Qualifications*

Admitted to practice in Illinois and New York



I look forward to working with you. Contact me at  
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