

FRANK MANISCALCO, ESQ.

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frank@merc-law.com

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EXECUTIVE SUMMARY

Attorney/MBA with engineering undergraduate education possessing 12 years of combined legal and business experience -- 6 years of in-house counsel and business-operations management experience and 6 years in client-facing private practice experience. Providing comprehensive legal services on a flexible basis to privately-held companies, particularly in the software product, workflow automation, information technologies, medical devices, clinical trials, strategic sourcing, professional services, encryption technology devices and IP transport industries.

SUMMARY OF EXPERIENCE

<u>Year</u>	<u>Company</u>	<u>Position Held</u>
2002 – Present	Consulting Attorney (www.merc-law.com)	Consultant Legal & Business Operations Variety of Perpetual License, ASP/MSP, IP-Service, Medical Device & Pharmaceutical Clinic Device & Software Clients, Clients included, CRF Inc. (www.crfhealth.com); Courion Corporation (www.courion.com); Connected Corp. (www.connected.com); Pegasystems Inc. (www.pega.com); Iron Mountain Inc. (www.ironmountain.com)
2000 – 2002	Frictionless Commerce, Incorporated (Now SAP) (www.frictionless.com)	Assistant General Counsel & Manager of Market Strategy , Enterprise Software
1997 – 2000	Genuity International (formerly BBN/ GTE Internetworking)	Corporate Counsel & Manager of International Market Entry , Backbone ISP & IP Services
1996 – 1997	Philips Electronics North America Corporation	Corporate Counsel , Hardware, Software IT Professional Services
1994 – 1996	Graeber, Davis & Cantwell, P.C.	Legal Clerk , Private Practice

SPECIFIC AREAS OF EXPERIENCE

➤ **Commercial Transactions, Negotiations & Drafting, Revenue Recognition.** Detailed understanding of revenue recognitions process as related to commercial contracts for perpetual software license, term software license, professional services, and clickwrap agreements. Drafted and streamlined standard form agreements for enterprise software licenses, professional consulting, OEM distribution, joint marketing, sales agent, web hosting, voice-over IP, virtual private networks, network-firewall monitoring, Internet-service-provider distribution, on-line auctions, employee-to-executive project-based consulting and settlement-and-release agreements.

➤ **Venture Capital, Mergers & Acquisitions, Divestitures.** Conducted due diligence, negotiated term sheets, managed document production and negotiated transactions for the sale of a US-based enterprise business-to-business/business-to-consumer software company valued at \$117 million USD in the fall of 2004. Provided internal legal support for venture-capital fund-raising efforts, which raised \$30 million USD in the fall of 2000. Provided all necessary due diligence for, and created and negotiated all legal documentation to sell, 3 wholly owned US-based subsidiaries of an international electronics corporation.

➤ **Intellectual Property Planning & Protection.** Reduced \$500,000 USD in expenditures to outsourced trademark and patent counsel through management of intellectual portfolios. Developed and introduced patent-discovery protection, intellectual-property protection, implementation and educational programs in 3 separate corporations.

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- **Human Resources, Stock Option Management, Corporate Secretary.** Responsible for tracking and rolling out transnational employee restricted stock units (RSUs), background checks to ensure compliance with HHS/OIG List of Excluded Individuals/Entities (www.oig.hhs.gov) and the General Services Administration’s List of Parties Excluded from Federal Programs (www.epls.gov), expatriate agreements, executive agreements, employee IP agreements and hirer/termination letters. Provided interim management support for HR & QMS departments.
- **Corporate Governance & International Corporate Development.** Corporate Secretary experience with US and UK companies. Established foreign corporations and negotiated all commercial transactions and telecommunication licenses to create points of presence with a 3-year expected return on investment in Argentina, Brazil, Germany, Italy, Ireland, Japan, Mexico, Sweden, Spain and United Kingdom. Saved over \$2 million USD in budgeted engineering cost expenditures by arranging offshore escrow agreements while negotiating international IP transport agreements. Established and managed the corporate governance for a number of domestic and international Limited Liability Corporations, S Corporations, Business Trusts and C Corporations.
- **Market Analysis & Strategy.** Conducted comprehensive industry analysis to select targeted vertical markets for corporate-sales and business-development efforts. Performed vertical-market research used to set benchmarks for US sales team to \$11 million USD. Reviewed software-industry landscape to identify and target complementary software-application providers to develop a strategic alliance program.
- **Dispute Settlement & Commercial Litigation.** Conducted all aspects of commercial litigations related to issues arising from contracts or business relationships — specifically, actions pertaining to damages to properties while under bailment, material breach of a contract and tortious interference with a business relationship. Represented and resolved corporation interests in over \$250,000 USD in disputed amounts without litigation. Coordinated and managed internal due diligence, interviews and responses in two separate investigations conducted by the Federal Bureau of Investigation (FBI).

PUBLICATIONS & PUBLIC SPEAKING

"*Comparison of ‘Safe Haven’ Countries: Legal & Business Factors of Establishing a Maritime Shipping Company - Bermuda, Cayman Islands, Isle of Man, & Jersey Islands,*" Presentation to Boston College's Bermuda Law & Business Practices MBA Class MJ-60001, Fall 2002.

"*Start-Ups & Emerging Businesses: The Basics,*" Presentation to Boston College's Entrepreneurship & New Ventures MBA Class MD-80801, Fall 2001 & Fall 2002.

"*International Law for Undergraduates,*" Research Assistant to Professor Valerie Epps, Published Textbook, Carolina Academic Press, 1998.

"*Software Licensing in Cyberspace: New-Found Validity for Mass-Market Contracts,*" analysis of click-wrap, shrink-wrap, the ProCD, Inc. v Zeidenberg case and historic case law, Fall 1996.

EDUCATION SUMMARY

2005	Master’s of Business Administration Concentration International Management, 3.5 out of 4.0	Boston College, Carroll School of Management
1997	Juris Doctorate, Dean’s List 1996-1997	Suffolk University Law School
1995	Certificate in Comparative International Law Studies	Trinity College – Dublin, Ireland
1994	Bachelor’s of Science in Business Administration <i>magna cum laude</i> , first in major, top 10% of class	Western New England College

BAR ADMISSIONS

Commonwealth of Massachusetts Bar (Since 1997) & District of Columbia Bar (Since 2001)

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