

WELCOME TO THE

# ALABAMA BREWERS GUILD AFFINITY PROGRAM

As a member of the Alabama Brewers Guild, we want to offer 5% off all legal fees and 3 months of counsel on demand. The 5% discount is reflected in the amounts shown.





## MEET DAVID CARN

David Carn joined McLaughlin, PC in 2019, bringing more than a decade of experience as both in-house and outside counsel for breweries and distilleries.

David has also served as Special Counsel for the Alabama Brewers Guild since the organization's incorporation in 2012 and is the current General Counsel. He has represented all aspects of the alcohol manufacturing business, and has extensive legislative and regulatory drafting and advisory experience.

David is also an award-winning graphic designer for alcoholic beverages. David's packaging designs achieved two gold medals in the 2014 World Beer Packaging Championships (for packaging innovation and overall design), and have been featured in various publications, including most recently Time Magazine ("Special Edition" Beer: The Story of the World's Most Celebrated Drink, 2018), and chosen as a USA Today "10 Best" Beer Label (2019).

**Education:** Mercer University, Walter F. George School of Law, J.D., 2008, magna cum laude | Auburn University, B.S., 2004, cum laude

**Professional Honors & Activities:** General Counsel – Alabama Brewers Guild, 2019–Present | Special Counsel – Alabama Brewers Guild, 2012–2018 | Chairperson – Government Affairs Committee, Alabama Brewers Guild, 2018 | Presenter – "Alcohol in Alabama," Cumberland School of Law, 2016 | Presenter – "How to Start a Brewery in Alabama," Birmingham Bar Association, 2015

**Admissions:** Alabama, 2008



CRAFT BEVERAGE INDUSTRY

# FEE SCHEDULE

McLAUGHLIN  
PC

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[mclaughlinpc.com](http://mclaughlinpc.com)  
[david@mclaughlinpc.com](mailto:david@mclaughlinpc.com)



# COUNSEL ON DEMAND

## SCOPE

Unlimited phone calls and email responses for non-research questions. Designed to encourage communication and facilitate advising opportunities.

## COST

3 Months Free

After Three Months (Optional): \$143 Per Month (12-month commitment).



# CORPORATE

## SCOPE

Business plan review and analysis

Entity formation: reserve company name; prepare and file certificate of formation, articles of organization or articles of incorporation

Entity organization, capitalization, and governance: prepare organizational consent resolution, founder capital contribution agreements, including intellectual property assignments, prepare and revise limited liability company agreement or shareholder agreement

Review of existing organizational and governance documents

Out of state qualification

## COST

\$475

\$119, plus state filing fees

\$713: Single-member/shareholder  
\$1,663: Multi-member/shareholder

\$475

\$238 per state, plus state filing fees



# LICENSING

## SCOPE

Federal Brewer's Notice/Federal Bonded Winery Permit/Federal Distilled Spirits Permit: assemble documents and other information for application and finalize the same for filing; file the applicable application with the Alcohol and Tobacco Tax and Trade Bureau (TTB); respond to follow up requests from the TTB

Federal Basic Permit for Wholesaling: assemble documents and other information for the application and finalize the same for filing; file the applicable application with the TTB; respond to follow up requests from the TTB

State and local licenses

Food service permits

## COST

\$2,375

\$950

Varies depending on jurisdiction and licensing requirements

Varies depending on jurisdiction and licensing requirements



# BRANDS, LABELS & FORMULAS

## SCOPE

Certificate of Label Approval (COLA): assemble items for application and finalize for filing; respond to follow-up requests from the TTB regarding the application

Formula Approval: assemble items for application and finalize for filing; respond to follow-up requests from the TTB regarding the application

State Brand Registration: assemble items for application and finalize for filing; respond to follow-up requests from the applicable state agency regarding the application

## COST

Hourly

Hourly

Hourly

# INTELLECTUAL PROPERTY

## SCOPE

Clearance: clear one trademark for one class of goods and provide an informal opinion on availability

Trademark Application: prepare and submit intent-to-use application or in-use application to the United States Patent and Trademark Office (USPTO)

Extension of time to demonstrate use in commerce (USPTO)

Specimen of use (USPTO)

Intellectual Property Assignment

Cease and Desist Letter

Coexistence Agreement

Consent Agreement

## COST

\$285

\$499 for one trademark in one class of goods (includes USPTO filing fee)

\$325 each additional class (includes USPTO filing fee)

\$238 (includes USPTO filing fee)

\$238 (includes USPTO filing fee)

\$238

\$475

\$475

\$475





# FINANCE

## SCOPE

Review capital structure and analyze pro forma financials prepared by client; make recommendations on optimal blend of equity of debt

Seed Stage/Angel Round (equity): prepare term sheet, wrap around private placement memorandum, subscription agreement, membership interest or stock purchase agreement, and amended organizational documents; submit federal securities filings

State securities filings per state, plus filing fees

Debt financing

Institutional or Venture Round

## COST

\$475

\$4,750

\$475

Varies depending on lender

Varies depending on deal structure and investor, fees generally range between \$4,700 and \$9,500



# LABOR & EMPLOYMENT

## SCOPE

Advisor Agreement

Consulting Agreement

Work for Hire Agreement and  
Intellectual Property Assignment

Employee Proprietary Information  
Agreement

Employee/Independent Contractor  
Agreement

Employment Package: Offer Letter  
and Employment Agreement with  
Restrictive Covenants

Employee Handbook

## COST

\$238

\$238

\$238

\$238

\$238

\$713

\$1,425

# REAL PROPERTY

## SCOPE

Due Diligence Checklist

Letter of Intent to Purchase or Lease: review letter of intent and analyze the same

Letter of Intent to Purchase or Lease: prepare draft letter of intent

Real Estate Purchase Agreement: review purchase agreement and analyze the same  
Real Estate Purchase Agreement: prepare draft purchase agreement

Employee/Independent Contractor Agreement

Lease Agreement: review lease agreement and analyze the same

Lease Agreement: prepare draft lease agreement

Letter of Intent, Real Estate Purchase Agreement or Lease Agreement negotiations

## COST

\$143

\$238

\$475

\$475

\$713

\$475

\$713

Hourly

# TECHNOLOGY, INTERNET, SOCIAL MEDIA

## SCOPE

Website Terms of Use

Website Privacy Policy

Website Copyright Policy

## COST

\$238

\$238

\$238

# OPERATIONS & TRANSACTIONS

## SCOPE

Distribution Agreement: review and analyze distribution agreement; prepare draft of distribution agreement

Contract Production Agreement: review and analyze contract production agreement: prepare draft contract production agreement

Distribution and Contract Production Agreement negotiations

Non-disclosure Agreement

## COST

\$475

\$475

Hourly

\$238