

MARTIN & ASSOCIATES

Relationship and Organizational Strategic Consulting

Foreign / Domestic Business, Government Contracting

Licensing, Joint-Ventures, Business Contracts, Terms & Conditions

1902 Hunsberger Drive, Limerick, Pennsylvania 19468-4336 USA ■ Cell: 717-439-4481 ■ Phone: 610-731-6962

E-Mail: MartinEJr@comcast.net ■ Web Site: <http://www.martingilliganconsulting.com>

=====

QUESTIONS THAT MAY BRING UP A NEED FOR MY SERVICES

1. **Do you ever think that your Customers and/or Vendors take advantage of you through their Terms & Conditions and/or negotiating tactics?**

With over 25 years of experience as a Contracts Manager and VP of International Operations, coupled with General Management experience of small to medium companies, I am uniquely qualified to represent small businesses in dealing with third party companies and the government, especially in reviewing and understanding their terms and conditions and their contracting philosophy. This is especially true when the situation gets “sticky” (i.e. A/R collections, A/P debt negotiations, breach of contract/purchase order, recruitment/termination letters, etc.). In addition, because of my many years of drafting and negotiating licenses and joint-ventures in the US and over 17 foreign countries, I have developed a style of negotiation that usually does not destroy the relationship between the parties.

2. **Do you want to do a license, joint venture, strategic partnership, or a teaming arrangement but think others will “steal” or “mis-appropriate” your intellectual property or customer base?**

Protection of Intellectual Property (“IP”) constitutes over 50% of my consulting practice, usually representing small technology-driven manufacturing or testing companies in dealing with the government or the giant OEMs in aerospace, energy, chemical, and capital goods industries.

I also have done term sheet and non-disclosure agreement drafting for hundreds of technology firms and inventors dealing with trying to commercialize their ideas and/or trying to be acquired or to grant a license to a larger company.

3. **Do you want to do foreign business but don’t know where to start or how to go about it?**

I have over 30 years of experience, personally as a business executive and as a business consultant, in helping companies sell into foreign countries. In addition to knowing how to go about it, I am well-connected with the World Trade Center and with the foreign desks of both Pennsylvania and the US Departments of Commerce as well as with the Small Business Development Corporations (SBDC) which have instructive (usually free or inexpensive) support materials and courses available, as well as “country experts.” Having traveled extensively to more than three dozen countries to sell capital goods, set up licenses and joint ventures, and monitor the performance of foreign divisions, I know how to deal across cultures, even without specific foreign language skills.

4. **Do you want to do business with the US Government but don’t know where to begin or how to go about it?**

My thirteen years as Contracts Manager for a major aerospace subcontractor as well as my more than 25 years of consulting to aerospace vendors and subcontractors, as well as bidding and administering GSA (General Services Administration) contracts, make it easy for me to help a small business successfully become a government prime- or sub- contractor.

5. **Do you need an “experienced outsider” to give you advice, coach you in decision-making and HR policies, or give you feedback based on personal experience but don’t want to set up a legal Board of Directors?**

Over the years, many of my “project assignments” have turned into “retainer assignments” where I am on-call for several hours every week to help in the day-to-day executive decision-making and policy-setting on the basis of coaching and feedback based on personal experience. Most of these retainer relationships extend over several years until the company crosses over whatever barrier it was trying to cross. In several cases (family-owned companies), I have served in that position for succeeding generations of the same family or management. I can facilitate creation of an Advisory Board to accomplish the same objective and identify potential legal Board of Director Members.

Many times, my retainer relationship involves me in assisting the Owner in preparing his/her company for transition to the next generation or for being sold or acquired. In that regard, I have due diligence relationships with experienced M&A brokers, CPAs, Attorneys, and Angel Investor Groups that may prove helpful to the Owner.

Examples of MARTIN & ASSOCIATES successful projects

- 1) Worked with a small-business high technology high-speed bearing test company in the Philadelphia area to negotiate licenses, NDAs, and Proprietary Rights Agreements with major aerospace and industrial customers, including: Pratt-Whitney, Timken Bearing, Caterpillar Engines, Boeing Aircraft, Dow Chemical.
- 2) Performed “Terms & Conditions” review, negotiation, and acceptance for small businesses receiving subcontracts and purchase orders from large corporations and from state and federal government agencies, including drafting responses, negotiating terms, and drafting final contract documents.
- 3) Developed purchase order Terms & Conditions for small businesses that did not have any terms included with their purchase orders.
- 4) Drafted internal Employee Manuals and offer or termination letters for small businesses, along with introducing them to an affordable HR attorney when needed. Assisted small businesses in dealing with employee problems that could have led to a law-suit or a DOL complaint.
- 5) Assisted clients in preparing for an effort to sell their company or to be acquired, including introducing them to a legitimate M&A firm, helping them to develop their “story-line” and putting together Business Plans and Pro-Formas. In two instances, assisted Owner in negotiating with the acquiring company. Separately, performed due diligence reviews of target companies for various M&A firms.
- 6) Assisted small-business clients in the commercialization of new technology, including developing and protecting prototypes and production articles to be used in conjunction with patent applications. Assisted clients in locating appropriate patent attorneys.
- 7) Assisted small businesses in dealing with bill collectors, slow-pay customers, warranty claims, and administrative problems in working with a large customer.
- 8) Became part of a client’s planning and strategic plan implementation process, especially in privately held or family-owned companies struggling with generational issues and interests, including the situation where there are no family members who are capable of, or even want to, take over operation of the company.

BACKGROUND: **Bachelor of Science (Mechanical Engineering)**, Loyola-Marymount University, Los Angeles, CA
Juris Doctor Law Degree, Loyola-Marymount University, Los Angeles, CA
Graduate Course Certificates in Business & Finance, Stanford University, Palo Alto, CA

EXPERIENCE: **Senior Executive** experience and responsibilities in domestic and foreign operations for York-Shipley, Inc., an energy technology capital goods manufacturing company; **Contracts Manager** for Western Gear Corporation, a major aerospace power transmission manufacturing company; **Sales and Marketing management** with Automation Industries, Inc., a major precision CNC machine shop in space, military, oil-field, & commercial mining industries. **Business experience includes dealing in 25+ countries in North & South America, Western & Eastern Europe, Middle East, Southeast Asia, and Australia.**