

WPI Venture Forum

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WPI VENTURE FORUM CALENDAR OF EVENTS

May 19, 1998

The Science of Sales

June 9, 1998

Writing a Successful Business Plan and the Contest Winner!

All meetings in Kinnicutt Hall, Salisbury Labs (our usual location).

For a recorded announcement of the next program or to receive future mailings, call (508) 831-5821.

Directions to WPI Campus, Salisbury Labs, Room 115

From the East—Take Massachusetts Turnpike (I-90) to Exit 11A (I-495). Proceed north to I-290, then west into Worcester. Take Exit 18, turn right at end of ramp, then take an immediate right before the next traffic light. At the next light, proceed straight through, bearing right onto Salisbury Street. At the WPI sign, turn left onto Boynton Street. Parking will be on your right, behind Gordon Library. Salisbury Labs is up the hill across from the Library.

From the North—Take I-495 south to I-290. Follow directions as from the east.

From the South and West—Take Massachusetts Turnpike (I-90) to Exit 10 (Auburn). Proceed east on I-290 into Worcester. Take Exit 17, turn left at end of ramp, follow Route 9 west through Lincoln Square, straight onto Highland Street. Turn right onto Boynton Street. After crossing Institute Road, parking will be on your left, behind Gordon Library. Salisbury Labs is up the hill across from the Library.



THE WPI VENTURE FORUM

Promoting and serving technology-based entrepreneurial activity
www.wpiventureforum.org

Volume 7 No. 9
May 1998

The Science Of Sales

A look at the upcoming meeting

Tuesday, May 19, 1998
Registration: 6:00pm
Meeting Begins: 6:30pm
Admission Fee: \$7.00

The sales process is not really witchcraft now, is it? And it is not as easy as simply showing a prospective customer your product to receive a purchase order. I am sure you appreciate that it is in fact, a scientific process that is consistent, and can be measured, predicted, optimized and understood by everyone. But technical people and managers within other disciplines of the company often do not understand how the sales process works and can be intimidated, unsympathetic, overwhelmed, confused, unappreciative and unsupported of sales staff. The result could mean poor relations among the troops, a lack of mutual respect and a major breakdown of communications.

Join us for our May meeting to listen to Mr. Barry Clapp, President of the Source Recovery Company, explain the "Science of Sales" that you need to understand as a technical entrepreneur. In his various roles, Barry discovered a deficiency in sales, marketing, education and training available for non-sales people. Barry will explain the fundamentals of sales as a premise underlying a business transaction. You will be able to gain respect for the complexity of the sales task and become more supportive of

your company's revenue efforts and customers' needs. The whole picture for your company comes together when everyone has a clearer idea of what the company has to do to find, sell to and satisfy their market.

During the evening, you will learn the concept of market demand and how to find truly qualified prospects. You will also learn about the different channels that exist and what your company should try to accomplish in choosing one. This will lead to the "Science of Sales" - the fact that a sale is a process and that every sale must step through that process. There is a checking procedure to ensure that the prospect is successfully passing through the stages that will match your company's sales cycle. The whole carefully orchestrated sales process will become clear.



Barry Clapp of the Source Recovery Company

Our Speaker

Barry has over twenty years business experience in the area of sales, sales management and general management, primarily within technology companies. He has held positions at Borroughs Corp., Management Decisions Systems - Oracle Corp., and Cortex Corp.

Barry has been a sales representative, a regional manager, a vice president of both international and US sales, and a president within these technology-related companies. He has also co-founded a consulting firm which pioneered strategic partnering in the technology sector. He has advised many CEOs of early stage companies within the non-sales disciplines to understand the fundamentals of sales, so as to open understanding and communications between the various operational organizations within companies.

Barry is a principal in the firm of Business Developers, which helps early stage companies to set strategy, obtain capitalization and grow. He is also president of one of Business Developers portfolio companies, The Source Recovery Company, L.L.C.

Case Presentation

*Dennis L. Guberski, CEO
Biomedical Research Models, Inc.
12 Nancy Drive
Rutland, MA 01543*

Our case presentation for May's meeting will interest all who are considering expanding existing product lines into related areas or expanding into new markets for existing product lines. Biomedical Research Models, Inc. (BRM) was created to develop and market unique animal models of human disease. The catalyst for its formation was the business opportunity created when the National Institute of Health decided to move novel rat strains from the public sector (University of Massachusetts Medical Center) to the private sector. BRM's strategy is a novel approach to biomedical and pharmaceutical research that provides scientists in industry ▶

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May
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VENTURE

The mission of the WPI Venture Forum is to promote and serve technology-based entrepreneurial activity and economic growth in the region by increasing the business and financial knowledge of the participants through sharing experiences with entrepreneurs as well as area business, financial and educational leaders.

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100 Institute Rd., Worcester, MA 01609, (508) 831-5821.
Volume 7, No. 9, May 1998.

Letter From The Chair

Help Us Plan Next Year's Programs

by Brian Dingman, Chair

As you read this letter, we are planning our slate of activities and programs for next season. The first phase of our planning involves reviewing our past performance to determine whether we have met our mission. We look at the types of programs we have offered, their content, attendance at the programs and feedback we have received from attendees. And we explore whether the programs were targeted properly, publicized properly and sufficiently.

The second part of our analysis involves an attempt to determine what our members' needs will be next year. Much of this information is based on the personal knowledge of the twenty-one members of the executive committee of the Venture Forum and the more numerous members of our various active committees. We look at the present state of technology-based businesses primarily in Central and Eastern Massachusetts, and the forecasts for the near future.

As a member of the WPI Venture Forum, your input to us will assist tremendously in our deliberation on these topics. As you know, any successful product or service must meet customers' needs. You are our customers. Our mission, and indeed our entire reason for being, is to promote and serve your business needs. Unless you tell us what your needs are, and how we can best meet them, our planning is by definition somewhat speculative.

We would like your feedback on each and every aspect of the Venture Forum. Let us know if the format of our monthly programs meets your needs, and if not, how we could do it better. Do you enjoy the discussions at the monthly programs? What about the case presentations; are they useful to you, do they present companies at the correct stage of corporate development and in the right industries? Would you like to receive more in-depth information on fewer topics, or would you like to have different topics addressed? Networking is an important consideration of our events so let us know how we could better meet your networking needs.

What about the newsletter? Let us know how it could be improved. As with the monthly programs, does the content meet your needs? Should more or fewer topics be addressed, and in what manner?

Let us know what you think of our radio show. Again, are we addressing important and relevant topics. Are they being addressed in too little or too much detail? Why do you, or why don't you, listen?

Please give us feedback on our annual workshop. Is a Saturday in March the best time? Would a weekday morning or afternoon be better? Would you like the workshop to address a single or very small number of issues in detail, or treat more issues in less detail? Is the event priced correctly?

Our newest program is the Mentor's Dinner. Is this program useful to you? Let us know if the concept is sound and what could be done to improve this program. How else could we accomplish the mentoring which occurs at these dinners?

I would personally solicit your input to these questions, and more generally, to our programs. Sometime in the next month or so, please take a moment and write to us at the address in the return address of this newsletter or send an email letter to the WPI Venture Forum coordinator, Christine O'Connor at: coconnor@wpi.edu. I can assure you that we will consider whatever information you provide. Help us to develop events and programs that best meet your needs. Thanks for your help.



Brian Dingman is a partner in the Westborough intellectual property law firm Niels, Lemack and Dingman. Brian can be reached at (508) 898-1818 or by email at NLDlaw@aol.com. **VF**

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Usefulness Of Provisional Patent Applications

By David W. Rouille and Russell W. Binns Jr., Weingarten, Schurgin, Gagnebin & Hayes LLP

Provisional applications are a new type of patent application in the United States. Provisional applications offer a cost effective procedure that establishes a filing date, while providing time to consider whether to pursue further patent rights. Provisional applications are also useful when a public disclosure or other event that could effect the patentability of the invention is about to happen and patent protection is desired. A provisional application has no page limit and is not required to include any claims, oath or declaration.

Limitations

Though provisional applications are very different from traditional applications, they still are required to contain a specification that is enabling and discloses the best mode of practicing the invention. The provisional application is not required to be in any specific format. Provisional applications will receive filing dates, and if abandoned, will be kept in confidence by the Patent and Trademark Office. Professional applications will not be examined for patentability, cannot issue as a patent by itself, and will automatically become "abandoned" twelve months after the filing date, without exception. Provisional applications cannot be used to establish a priority date for a Design Patent.

Advantages

While a provisional application by itself cannot issue as a patent, it is considered a regular national filing, and therefore establishes a U.S. filing date and a prior art date effective under 35 U.S.C. S 102(e). Provisional applications comply with the Paris Convention, and as such the provisional application period is not considered when calculating the twenty year term of a U.S. patent. Multiple utility patents can claim priority from a single provisional application, provided the provisional application can support the multiple utility patents.

Patent application may claim priority based on the filing date of a provisional application provided the utility applications are filed within twelve months of the filing date of the provisional application. A key feature of provision applications is that they establish early constructive

reduction to practice dates. This feature reduces the number of potential prior art references that may be available to be cited against a patent application claiming priority. They can also provide senior status in an interference. Furthermore, the patent term of an issued patent is unaffected by the provisional application.

In the biotechnology and chemical arts, provisional applications have the additional advantage of not requiring sequence listing. This allows an application to be filed, while allowing a year to develop the sequence listings. In addition, provisional applications can be used to preserve a filing date while involved with FDA trials, without effecting the term of any resulting patent.

Applicants can use the one year provisional application period to test marketing, experiment, sell, or present the invention to the public, without effecting the patentability of the invention and without paying the high costs associated with filing a utility application. They are also especially useful when a public disclosure or other event is about to occur that could effect the patentability of the invention.

Filing Suggestions

Provisional applications should be filed upon the conception of an invention rather than waiting for an actual reduction to practice. If the conception is unsuccessfully reduced to practice, the invention can be abandoned, and if additional disclosure is required after reduction to practice, a second provisional application can be filed, however this second provisional application cannot claim priority to the original provisional application.

When drafting a provisional application, as many specific embodiments as possible should be disclosed. When more embodiments are disclosed, broader generic claims can be obtained and the specific embodiments will also help anticipate a competitor's subsequent generic claims. Any provisional application should also include at least one broad generic description of the invention and one or more additional descriptions of narrower scope. These descriptions will also help satisfy the enablement requirements for the application. The scope of the conceptual invention is only limited by the inventor and the prior art.

In order to avoid filing continuation-in-part applications, a provisional application can be filed and while new subject matter is developed, new provisional applications can be filed. Then before the one year date of the earliest provisional application, a utility patent application can be filed incorporating the subject matter of all the provisional applications.

Inventors and companies should regularly file a provisional application disclosing all of their inventions, both conceptual and reduced to practice, which have yet to be claimed in an application. This practice should be followed every few months, thus providing a constant supply of provisional applications that can serve as priority documents for patent applications.

The Patent Application Based On A Provisional Application

A single provisional application can serve as priority for any number of timely filed patent applications and a single patent application can claim priority from a number of provisional applications. It is important to note that provisional applications become part of the prosecution file history of issued patents, thus caution must be taken not to reveal subject matter that may be regarded as a trade secret.

As a matter of practice, patent applications claiming priority from a provisional application should incorporate by reference the contents of the provisional application. Incorporation of ►

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Surviving The Crisis

by Mark V. Parish, Ph.D., Specific Surface Corporation

Mr. Edward Deveau, Principal Partner of *Turning Point Solutions* presented a comprehensive lecture that will help all of us avoid a crisis in our companies. The key to surviving a crisis is in the preparation **before** the crisis ever happens. Many circumstances can create a crisis for your business, including those that many of us have experienced, such as facilities and utilities interruptions or computer crashes and viruses. This winter, the weather has devastated many businesses across the country. Planning for a crisis before it ever happens will help ensure your company's survival.



Ed Deveau reviews crisis management.

Develop Plans

The first step to developing a crisis plan is to obtain senior management commitment to the process. With that pledge, a recovery organization or committee has to be established and a coordinator identified. This organization can then build business-unit recovery teams. Each team helps put together a comprehensive business impact analysis. The teams perform best when they define exactly what they will do for the company and what they need in order to accomplish their tasks. With that information, the recovery organization can establish what will happen to the business when each unit is out of service.

The crisis organization can then determine a recovery time objective to limit the down time. The first step is to establish a Critical Data Protection

Program. The critical data is the information that is needed to keep the business going. Items such as customer lists, vendors, prospects, legal documents and critical drawings are all important. Storage of copies of such critical information should be off-site with a professional storage establishment for increased safety.

Documentation

A "survival" plan should be documented and contain eight basic sections. The Business Interruption Response Procedures should be the very first section outlining how the company responds to each crisis. Over time, this section can grow with more detail as more participants read it over and add their suggestions. The second section outlines the Critical Relocation Procedures guiding who, how, and where to relocate if necessary. For a small business, this may be with a friend's company or perhaps with a customer's business until you can establish a new location for your business. Third, a Recovery Site Activation Procedures section should follow for a smooth move.

Operations

The next two sections of the plan are operational related. A Contact List section will provide "call trees" for employees for after-hours notification, a

list of recovery team members, a vendor list and a customer list. Customers should be informed when a major crisis hits and told what they should expect. Customers may often offer assistance. The section that follows should be one that outlines Critical Function Requirements, such as staffing, software, equipment and documents as well as your company's interdependencies.

Two sections that are very important for a successful plan include Plan Testing and Reports on Test Results. By walking through a crisis scenario and reviewing the results, your plan and procedures become stronger and more effective for the time when they are truly needed.

Finally, the last section should cover Plan Maintenance with a detailed audit schedule and responsibilities list. The plan administrator should review and monitor the plan regularly. "A properly developed, tested and maintained plan can be the difference between whether you manage a crisis or a disaster," Mr. Deveau concluded.

Case Presentation

*Dr. Manssur Yalpani, President
CarboMer, Inc.
Westboro, Ma 01581*

CarboMer, Inc., is an early stage company specializing in the synthetic modification and design of high value specialty carbohydrates. Dr. Manssur Yalpani, the president of the company, presented the case.

Dr. Yalpani presented CarboMer's business plan focusing on an extensive existing product and customer list. CarboMer's strategy is to become the long-term supplier of a specialty chemical to each customer by furnishing the initial small quantities

the customer needs to develop their product, then secure the long-term bulk supply to the customer. Dr. Yalpani covered a discussion on CarboMer's competition, which include much larger chemical suppliers, the company's financial projections, and a summary of the staged loan and capital goals of CarboMer as its business develops. Three panelists reviewed the business plan and commented on its presentation.

Panel Comments

John L. Neumeyer was the first panelist. Mr. Neumeyer is a consultant that previously started a specialty chemical company in his garage and developed it to a point where he sold it to a large chemical product establishment. Mr. Neumeyer felt that CarboMer should compete on quality, not price as presented, since the potential cus-



Photo by Ron Bouley

Dr. Manssur Yalpani explains CarboMer's business strategy.

tomers would be engaged in high-level research and development and would look primarily to the quality and consistency of CarboMer's products. He also felt that CarboMer's catalog should



Photo by Ron Bouley

Our panel discusses CarboMer's plan.

concentrate on substantially fewer products since it would be too expensive to maintain the equipment and inventory for all the products CarboMer included in its catalogue.

The second panelist, Thomas Murphy, an investment banker at Oftring & Company of Worcester, Massachusetts, presented his assessment from an investor's point of view of the plan. Mr. Murphy felt that the plan needed more detail on use of the proceeds that were being raised and also the presentation of an "exit" strategy that investors look for to estimate a return. Mr. Murphy suggested that "angel" investors might be the appropriate approach for CarboMer, or more appropriately, leprechaun elves who are always seeking a pot of gold because it was St. Patrick's Day.

The third panelist was Ameeta Soni, the Principal of Altek Consulting in Lynnfield, Massachusetts. Ameeta has extensive experience in the specialty chemical development and marketing areas. She suggested that CarboMer review its projections because the gross margins seemed high. She confirmed Mr. Neumeyer's view that CarboMer would compete on quality, not price. She also suggested that in appropriate

cases, CarboMer might partner with a potential customer to jointly develop specialty chemicals, since this would give CarboMer both funding to help develop the product and an existing relationship to leverage for long-term supply.

Mark Parish is CEO and President of Specific Surface Corporation, a ceramic filter manufacturer located in Franklin, Massachusetts. He can be reached at 508-520-9586. VF

Selling Software Overseas - Part 2

by Julia Dvorko, Ph.D., Program Director, Small Business Development Center, Central Massachusetts International Trade Program

Please read Part 1 of this article in the April, 1998 Venture Forum newsletter - editor.

4. Support.

This is another major issue for software exporters, especially for smaller companies. Time and language differences, as well as lack of sufficient telecommunications infrastructure in many countries, make it costly and often unfeasible for the smaller companies to set a 24 hours-a-day, 7 days-a-week hot-line. The majority of first-time exporters start selling to several larger clients abroad and often begin by providing a permanently active e-mail hot-line (of course, the time difference still remains and you have to speak the language...). As the number of customers and markets grows, adequate support becomes critical. With the recent developments in the telecommunications technology and a wide range of services offered by the competing telecoms, this may not be as difficult and expensive as it seems. Several knowledgeable multilingual employees, say, in the Netherlands (where the more flexible labor laws allow to hire part-time workers) may be able to provide pan-European support, especially as the pan-European toll-free numbers are becoming readily available. Larger companies can even now rely on the international calling centers set up by telecom service providers in the European markets (the most popular are Belgium, France, Germany, Ireland, the Netherlands and the UK). It is also important to be aware of the varying consumer expectations in different countries, and to manage the available resources accordingly. For instance, in Japan customers are expecting much more service than in Denmark, and the lack of extensive support will be perceived in Japan as a serious quality problem. Finally, many exporters do not realize how important it is to write clear and comprehensive manuals. Accurate instructions on dealing with the most common problems may significantly cut the time and resources needed for support.

5. Uncertain And Rapidly Evolving Legal Environment.

Software industry is so recent that the laws governing it are still in the making, especially abroad. In an international environment, it is often difficult to find out what law should be used, and the interpretations are uncertain. In general,

laws overseas (for instance, those concerning intellectual property protection and liability issues) are less evolved than in the US. Just one of the examples is the stipulation of "no reverse engineering" that is a common clause in the software license agreements in the US. In the EU this requirement may not be enforceable because a European Community directive allows reverse engineering in certain cases. In terms of liability, it is important to remember that the Uniform Commercial Code (UCC) usually will not apply in other markets and the normal US license terms will be meaningless. A software exporter will do well to consult a knowledgeable lawyer who will be able to advise on all the legal issues.


6. Electronic Software Distribution - An Emerging Channel.

ESD has received considerable attention from the industry in recent years. New technology made it possible to deliver software directly to the customer's desktop, bypassing traditional logisti-

cal and marketing channels (not that there is no cyberintermediaries: in fact, resellers are doing quite well in cyberspace). This way of selling presented numerous advantages, such as: closer interaction with customers, increased delivery speed and simplified delivery process, enhanced ability to test-market before releasing a product, an opportunity to target a select group of customers with the highest potential interest in the product and reduced cost of sales.

Address Issues

These advantages can be especially valuable in an overseas sale, when one considers all logistical and marketing difficulties. However, far from being a cure-for-all, ESD can make an exporter's life more complicated, unless all the potential headaches are addressed from the start. The decision to use ESD for overseas sales should be reached only after dealing with the following issues:

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On-Line Recruiting— Not Just for Nerds Anymore

by Susan Joyce, NETability, Inc.

Having a hard time growing your staff? Want employees who are computer literate and Internet savvy? Go to the Internet (where else?) to find them. You will find more than just “nerds” and “geeks” on the Internet now. More and more “civilians” are getting on-line - CareerCity (www.CareerCity.com) analyzed their resume database last June and found that only 34% of those resumes were “high tech” (computers, engineering, and biomedical/scientific). TownOnline/Working (www.townonline.com/working) estimates that approximately 40% of the resumes in their resume database are “non-techie.” And, America Online, that bastion of the common computer user, now claims 11,000,000 members. So, more “normal” people have Internet access and use it for their job hunting.

Another trend driving this increase in non-technical Internet job hunting is the combination of both low unemployment and reduced levels of job security. Many people use the resources available to them on the Internet to do “passive” job hunting. They are employed, but, having seen or experienced the down-sizing which has run rampant in the 1990's, they are keeping their options open by putting up a personal Web site or registering with a Web employment site. These people may not be actively looking for a job, but they would come in for an interview if an interesting opportunity came their way. And they would leave their existing job if they found something more appealing.

Finding People

To reach these people, there are two basic strategies to choose from: you can go out scouting for people (for free or for a fee, depending on where you look), or you can be found (again, either for free or for a fee). If you are in a hurry, you will want to use both strategies. If you have the bank account, you can supplement (or skip) the free methods, and jump directly to the fee-based ones.

Five **free** Internet scouting sources:

- 1 The Yahoo! (www.yahoo.com) index of the World Wide Web has a “Resumes” section in the “People” sub-category of the “Society and Culture” major category. Many job seekers put up personal Web sites for potential employers to find. Yahoo! also has a classified ad section where people place ads looking for jobs.
- 2 The CareerMosaic (www.careermosaic.com) Web employment site has a substantial

resume database, and they allow anyone to browse through it at no charge.

- 3 HeadHunter NET (www.HeadHunter.NET), another Web site, offers free access to their database of job candidates, although the interface is more attuned to job seekers than to potential employers.
- 4 Any Web search engine (altavista.digital.com, www.lycos.com, www.hotbot.com, etc.) that offers keyword searching gives you the ability to search for personal Web sites. Remember to search for the words you would expect to find on a resume, e.g. “experience” or “objective.” A search on the keyword “resume” will turn up a lot of Web pages containing the phrase, “send your resume to...”
- 5 Of course, there is more to the Internet than just the World Wide Web. The newsgroups can also be useful for finding the right job candidates, particularly newsgroups like “us.jobs.resumes” and “misc.jobs.resumes” where people post their resumes. You can monitor these newsgroups on a daily basis; you can search for recent postings using the Web search engines (set on “USENET” or “newsgroups” vs. “The Web”); and you can search postings from a couple of weeks old to a couple of years old in the newsgroup archives at the DejaNews Web site (www.dejanews.com).

Depending on the size of your budget, there are many “for fee” options available for resume scouting. One of the services offered by Web employment sites is access to their database of resumes, typically charging potential employers fees ranging from a few hundred to a few thousand dollars, depending on the site and the time frame covered. Payment of this fee gives an employer the opportunity to browse through the resume database for a specific period of time. A few of the many sites which offer this service include The Monster Board (www.monster.com), e-span (www.espan.com), The Online Career Center (www.occ.com), etc.

Links

The flip site of finding job candidates is, of course, posting your opportunities for the job seekers to find.

If your company has a Web site, be sure to put a link on your company's home page to “jobs” or “employment opportunities.” Do this whether or

not you have an external Web site. Posting your openings on your external site provides the obvious benefit of assisting/facilitating your outside recruitment efforts. Posting job openings on your Intranet is good for employee morale (usually), can encourage your staff to see a career path inside of your company, and can provide them with information for their job-hunting friends. Let your staff help you with your recruiting efforts!

If you pay for unemployment insurance, you are allowed to post openings on America's Job Bank (www.ajb.dni.us) for free. America's Job Bank is a “mega” site, with over 250,000 ▶

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Space for Rent

Build to Suit

NeoTech Development Company announces construction of two additional R&D/office buildings at Birchwood Business Park in Milford, MA. Building C is scheduled for completion in March of 1998 and Building D is scheduled for completion in the third quarter of 1998. Birchwood Business Park is minutes from Route 495 and close to the intersection of the Mass. Pike and Route 495.

Building C

Building C is a three level, elevated building 70% leased with 10,000 sq.ft. remaining. Space is available in units of 3,300 sq.ft. and greater. NeoTech will provide a generous build-out allowance and complete space to a tenant's specifications.

Building D

NeoTech will construct a two or three level, 40,000 sq.ft. building to the specifications of a qualified tenant with a lease term of 5 years or more at a projected base rent of \$7.50/sq.ft. Tax concessions from the Commonwealth may be available for job creation in Milford.

We welcome you to join InterGen Center for Diagnostic Products; Clearpoint Enterprises; Barker Steel; The Commonwealth of Massachusetts; TSI Genzyme; Dorn Publications; Terminix; Community News; Diorio, Hudson and Paventa; Gold's Gym and Access Partners in our park-like business community. Please contact Mr. Steven Brazeau at 25 Birch Street, Milford, MA. Tel. 1-508-473-5155.

Selling Software Overseas

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- Piracy can become an even bigger threat with an on-line distribution, unless a developer takes the appropriate protection measures (for instance, the use of “digital wrappers” or serialization of copies).
- Payment issues loom large, not only because of security concerns, but also because credit card usage is less common overseas, even in Canada and the EU; at the same time, various kinds of digital money are not yet widely used.
- Pricing inconsistencies in different markets and in different channels become exposed: why should anyone buy a more expensive store copy when a cheaper one is available on-line? Also, if the same product is sold across a wide range of markets, it will become difficult to charge different prices.
- Relationship with current “physical” (vs. virtual) distributors in the market may change. By selling on-line, a software company is in fact creating a parallel channel that may charge different prices and offer different options. Another potential stumbling block is the “exclusivity” cause in the distributor’s contract: if there is a parallel channel, a software company may be competing with its own distributors.
- As for the marketing effort, it should be decided early on if it is going to be fragmented (separate web site/page, collateral, language version and promotions for different markets), or integrated (one English-language web site for all target markets, at least in the beginning).
- Bandwidth and Internet connections availability, as well as computer ownership, in other markets differ markedly from those in

the US. The e-commerce infrastructure is well developed in the US, Canada, Australia, Scandinavian Countries, Benelux, Germany, France and the UK. In the richer Asian markets, such as Japan, Singapore and former Hong Kong, it is developing fast. These markets are ripe and ready for ESD, while most of the others have to be carefully evaluated in technological terms to see if ESD is feasible.

- Taxation liability: from the start, it is important to determine where a company will be taxed on the transaction and to manage the liability accordingly. If somebody in France goes to a company’s web site in the US, who is crossing the border? In practice, this question does not have a clear answer yet, so it is a good idea to agree on the issue in advance. In general, however, the US sales have to originate off-shore to avoid the US tax implications. It may be worthwhile to contact a good international tax lawyer who will be able to advise on all issues involved.

Selling Becomes Easier

Despite all the potential pitfalls, selling software overseas is becoming easier as the world markets are opening up. The Information Technology Agreement (ITA) concluded in Geneva on March 26, 1997, provided for significant tariff cuts on six product categories: computers (including accessories and components), telecom equipment (including fax machines, modems, pagers, etc.), semiconductors, semiconductor manufacturing equipment, scientific instruments and software. The tariffs are cut in four stages, beginning July 1, 1997 and with subsequent cuts on January 1, 1998, 1999 and 2000. Over 40 countries, which account for roughly 90% of the world trade in information technology products, are in. The

notable absence is China, which recently announced its intention to join. Since the implementation of ITA, negotiations entered the second stage, known as ITA II. The main issues of ITA II are reduction of non-tariff barriers and addition of new items to the list of products covered by the earlier agreement.

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Web Directory

Bureau of Export Administration	http://www.bxa.doc.gov
Business Software Alliance	http://www.bsa.org
Computer Security Resource Clearinghouse (NIST)	http://www.csrc.nist.gov
Cyberatlas	http://www.cyberatlas.com
Interactive Services Association	http://www.isa.com
International Data Corporation	http://www.idcresearch.com
International Telecommunications Union	http://www.itu.ch
Massachusetts Export Center	http://www.magnet.state.ma.us/export/
Massachusetts Software Council	http://www.swcouncil.org
Software Publishers Association	http://www.spa.org
Office of Computers and Business Equipment (ITA)	http://infoserv2.ita.doc.gov/ocbe/ocbehome.nsf

On-line Recruiting

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openings compiled from the 1,800 state Employment Service offices. You can post your openings directly, once you establish an account (which takes a couple of days).

Again, if you can afford it, you can use the large Web employment sites, mentioned above, which attract both employers and candidates from across the world. In addition, recruiters, like Winter-Wyman (www.winterwyman.com), have more locally-focused sites which attract traffic from job seekers looking for jobs in the eastern Massachusetts area. Web employment sites typically make their money by posting job openings for employers, offering employers the opportunity to provide "corporate profile" information for job seekers, holding "on-line job fairs," and/or allowing access to the site's resume database.

Cost ranges from a less than \$200 to post an opening for 6 to 8 weeks to several thousand dollars for more services, more posted openings, and increased visibility for a longer period of time.

Make It Easy And Secure

When selecting one of these services, be sure to look at them from the applicant's point of view. Many of them have excellent resources for job hunters (help with resume development, salary

surveys, skill assessment, etc.) that can build traffic for the site and, therefore, increase the size of your candidate pool. However, test the sites as though you were a job hunter to see how easy they are to use (is the applicant required to complete a new form for each job that interests them, or can one profile be submitted for many openings?). The time commitment issue is particularly important for the passive job hunters. A Web employment site which requires that the job seeker complete a form for each interesting position requires the hunter visit a site more often and spend more time in each visit. If the job hunter is exploring from the office (on break time, presumably), this becomes an even more sensitive issue.

Another major consideration for most job hunters is security, both professional (will their current employer be able to see their posted resume?) and personal (can anyone get access to personal information about them like address, phone number, etc.?). Employment sites that do not address these security issues are not as popular with experienced, or nervous, on-line job seekers.

The best employment sites offer "matching" or "agent" technologies which allow the applicant to complete a profile which is then compared to the profiles for job openings, even if the

applicant is not at the site. Applicants can stop back at the employment site to see which matches have been made, or, frequently, e-mail is sent to them about the matching opportunities which brings them back to the site. More and more sites offer this capability, including the Monster Board and TownOnline/Working, both mentioned above.

Diversity Issues

One important caveat about the Internet - it is not a very "diverse" candidate pool. The statistics from the 7th Georgia Tech GVU (Spring, 1997) survey show that "active Web users" are typically Caucasian (90% in the U.S.) males (60%+). You can add diversity to your candidate pool by using sites like the Black Collegian (www.black-collegian.com), which includes experienced professionals as well as students and recent graduates. Asia-Net (www.asia-net.com) specializes in people who speak Chinese, Japanese, and Korean, and Saludos Web (www.saludos.com) is a site for Hispanic culture, including job seekers. Advancing Women (www.advancingwomen.com) facilitates employment opportunities for women.

NETability, Inc., *The Internet Education and Business Company*, provides consulting and training in the use of the Internet to solve business issues. NETability, Inc. is located in Marlborough, MA. Susan can be reached at (508) 624-6261 or at susan@netability.com. **VF**



Last year's business plan contest winners, Mark Parish and Andrew Jeffery of Specific Surface Corporation, happily accept their \$10,000 prize.

Sharpener your pencils...gather your napkin notes...it's time to write that Business Plan!!! Each year, the WPI Venture Forum awards a \$10,000 prize to an entrepreneur who has written a great business plan - \$5,000 in CASH and \$5,000 in business services. It could be YOURS!

To be eligible, business plans must involve technology-based ventures and describe the development of a new product, application or process in an existing business, or the start-up of a new business. Plans are judged by a panel selected from professional service and advisory groups. The winner will be notified on or before June 2, 1998 and will present his/her business plan at the Venture Forum's June 9, 1998 meeting.

To enter the contest, complete the entry application and mail it, along with your business plan and the \$25 application fee to,

BUSINESS PLAN CONTEST BEGINS!!!

Sponsored by Mirick O'Connell, Coopers & Lybrand & Massachusetts Technology Development Corp.

BUSINESS PLAN CONTEST ENTRY APPLICATION

Applicant Name/Title: _____

Name of Business: _____

Address: _____

Phone: _____ Fax: _____ Email: _____

Date Established/Target Launch Date: _____

Structure: Proprietorship Partnership Corporation
 LLC/LLP

Type of Business: Manufacturing Distribution Wholesale
 Research Service Other

Business Stage: R&D Mode Start-up Revenue

Producing

Number of Employees: ____ Full-time ____ Part-time ____ In 3 years

The undersigned certifies that the Plan submitted with this application is their original work to which they have all rights of ownership.

WPI Venture Forum, 100 Institute Road, Worcester, MA 01609. The entry deadline is May 11, 1998. If you have questions about the contest, please contact Atty. Pamela H. Sager at 508-435-8787 or stsager@ultranet.com. Good luck!

The Science of Sales

Continued from front page

and academia with a centralized source of specialized models and services. BRM will provide the technical expertise to optimize the use of these research models by offering professional assistance with protocol planning. BRM will offer a technical staff and an out-source facility for conducting research in specialized areas including diabetes, immunology, obesity, molecular biology and virology. The goal of BRM is to assist research institutions and pharmaceutical firms in the primary screening of new compounds, further analyze agents with possible therapeutic value, identify their specific mechanism of action and thereby investigate the etiopathogenesis of disease.

Patent Applications

Continued from page 3

a provisional application by reference allows an applicant to amend the patent application to recite omitted material without incurring a "new matter" rejection. Further, an applicant must be careful to claim all subject matter disclosed or the unclaimed matter may be considered dedicated to the public. When an invention disclosure, a thesis, or a section of a lab notebook is used as part of the provisional application, these documents should be carefully reviewed and edited to ensure that proprietary and confidential information, such as conception dates or trade secrets are not disclosed.

Conversion From A Utility Application

Patent applications can be converted into provisional applications as of their original filing dates, as long as the conversion is done prior to one year from the filing date of the original application. This practice allows an applicant to prosecute an application for up to twelve months, then convert the application to a provisional without affecting the twenty year term of the patent. This may also be done to overcome a difficult office action. Also, a second provisional application incorporating new subject matter necessary to overcome any rejections can be filed, and a second patent application can be filed within one year from the filing date of the first provisional application referencing both provisional applications.

If an applicant is adding new subject matter to a patent application, that patent application can be converted to a provisional application and a second patent application can be filed within

Current Products

BRM currently has several animal models that it provides to investigators worldwide. BRM's current products provide animal models for studying diabetes and ensuing complications. BRM is in the process of developing new models and making them commercially available with SBIR funding.

BRM also is engaged in the area of reproductive biology and specialized vivarium housing. BRM's geographic location will enable research institutions and biotechnology companies to establish low-cost breeding facilities at its own facility and free up expensive laboratory space currently occupied for maintenance of specialized animal products.

twelve months of the filing date and can claim the new subject matter. This practice adds twelve months to the original filing date for purposes of calculating the term of the resulting patent, and accomplishes what would have required two utility patent applications.

An additional reason a patent application may be converted to a provisional application is for issues regarding inventorship. Changing inventors in a utility patent application requires a petition, a statement by the added or deleted inventor(s) that the error occurred without deceptive intention, and an oath and declaration by each actual inventor. In a provisional application, inventors can be added by filing a petition identifying the additional inventors and a statements that the additional inventors were omitted through error without deceptive intention. Additionally, erroneously named inventors can, but do not need to be deleted from a provisional application, they can be disregarded when the patent application is filed.

Prior Art Dates

The filing of a provisional application will establish a S 102(e) prior art date, with one exception. If the subsequent patent application is a PCT application that matures into a U.S. national stage application, then the provisional application cannot be relied upon for a S 102 (e) date. The S 102 (e) date is the date that the requirements of 35 U.S.C. S 371 (c) (1), (c) (2) and (c) (4) were fulfilled. However, if instead of completing the national phase requirements, the applicant files a patent application that properly claims priority from the PCT application and from the prior provisional application, then the S 102 (e) date is the provisional application filing date. Additionally, this practice allows the applicant to change claims

Needs

BRM is currently seeking equity financing to facilitate its development of new models and to expand its facilities and operations. BRM is particularly interested in expanding its current sales distribution network for its existing products and creating market opportunities for its new products and services. Following Mr. Guberski's presentation, a panel of experts (including Barry Clapp) will provide advice and suggestions concerning BRM's business plan. Specific areas that will be addressed include sales opportunities for both current and contemplated products and services, and identifying and obtaining likely sources of equity financing. **VF**

and add subject matter to the specification from what was in the PCT application. Also the Patent and Trademark Office fees for filing a continuation application are less than the PCT national stage entry fee. This practice is best when extensive changes and additions are being considered.

Conclusion

The primary advantage of provisional applications is that they provide a one year period in which to further develop, market or license the invention. In addition, provisional applications do not start the twenty year patent term for utility and plant patents in the United States. These benefits, along with the low government cost of filings and the minimal formal requirements, make provisional applications attractive in rapidly developing fields, especially to independent inventors and small business concerns.

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