

RAISING CAPITAL SEMINAR SERIES







DES MOINES, IOWA



RAISING CAPITAL SEMINAR SERIES Module 1: The Fundraising Journey: Steps to Raise Capital

March, 2021







TODAY'S PRESENTER

Charise Flynn, C Results.

Charise Flynn is the owner of C.Results who partners with CEO's, executives, leadership teams and solopreneurs to grow their organizations. After 20 years of successfully building organizations from the ground up for multimillion-dollar companies, startups, and nonprofits

Charise knows what it takes to drive success and scale. Charise has first-hand experience scaling organizations as the former Chief Operating Officer of Dwolla. At Dwolla, she established and led teams in the areas of finance, legal, compliance, risk, customer support, sales, marketing and human resources. Having scaled the company from 2-80+ team members, raised over \$32M in tier-one venture capital, and oversaw the company's expansion to San Francisco, she has a unique perspective of scaling organizations.

Charise lends her expertise to Executives and Entrepreneurs by guiding them through the journey of clarifying their vision, establishing strategy, setting attainable goals, raising capital and ensuring team wide accountability. In addition to her extensive operation and strategic planning advising, Charise is an advisor and coach to participants in the Drake University Leading Others Program, Iowa AgriTech Accelerator and Square One Accelerator. Additionally, she leads a biannual Raising Capital Seminar in partnership with the Des Moines Partnership.

Charise was named one of The Business Records "40 Under 40", awarded the Simpson College Alumni Achievement Award and the Technology Association of Iowa's Small Business Innovation and Leadership Award. She is a past board member for the Global Insurance Accelerator, Children and Family Urban Movement and Simply the Basics. Charise graduated Magna Cum Laude from Simpson College with degrees in Philosophy and Religion.





A JOINT COLLABORATION











WELCOME

- Thank you for joining us!
- Logistics:
 - Mute your microphone
 - Turn on your video!
 - Open the chat window and use this for questions
- A recording of this will be available





AGENDA



- Module 1: The Fundraising Journey: Steps to Raising Capital
- Module 2: The Pitch: Telling Your Story
- Module 3: The Proforma: Building a Strong Financial Model
- Module 4: The Cap Table: Who

Owns Your Company

• Module 5: The Term Sheet: The Details Matter







The Fundraising Journey Charise Flynn



3 Key Components of Fundraising

Momentum					
Product/tech	Materials				
Brand PR Investor Interest Investor Commitments Closing	Pitch Deck Financial Model Due Diligence Term Sheet Closing Docs Ongoing investor communication	Meetings Networking Pitch practice Formal Pitches Ongoing follow-up Closing Board meetings			





Fundraising Journey



https://steveblank.com/2020/02/26/how-to-raise-money-its-a-journey-not-an-event/ See appendix





Not a perfect linear process

Achieve momentum/traction	ongoing
 Product/technology / Customer traction 	
•Brand awareness / PR	
Build Investor Relationships	ongoing
Develop investor tracker	
 Make contacts (directly, through mutual connections, etc) 	
 Ongoing communication / updates 	
Validate Investor Strategy	iterative
 Friends and family, individuals 	
•Angels, VC's, Strategics	
Develop your Pitch Deck & Practice	iterative
Build Financial Model & external review	iterative
Organize Due Diligence	iterative
Conduct Investor Meetings	ongoing
 Introductory 	
•Formal pitches	
 Follow-up calls/meetings, due-diligence 	
Negotiate	
•Term Sheet	
Closing Documents	
Manage the Close	
Investor Communications (written updates, board meetings)	ongoing
	G PA



Fundraising takes time!

- 3 months minimum
- 6 to 9 months likely
- Relationships, preparation, and demand can shorten the process





General Stages

review handout on next page





	"Pre-Seed"	Seed	Series A	Series B
\$'s RAISED	\$50,000 - \$250,000	\$250,000- \$2m	\$3-\$10m average ((lowa: typically \$1.5MM to \$2MM)	\$10m- \$25m average (IOWA:\$2MM+)
VALUATION		\$750k-\$8m	\$10m-\$40m (Iowa: \$4.5m-\$8m)	\$30m-\$100m (Iowa \$8m-\$10m+)
INVESTORS	Friends & Family Angels	Angels, Micro VC's	VC's	VC's
OWNERSHIP %	less than 5% ownership	no more than 20% ownership	average 20% ownership	average 20% ownership
BOARD SEAT	no	no	yes	yes
*MRR	-	\$0-50k	\$100-250k	\$350k-800k
PREFERENCE		1x	1x	1x
TEAM	Smart, committed with relevant experience	Found market fit: E.G. sales DNA, product design DNA, strong tech for API companies	No star VP's yet but often good director- level hires. Ability to attract and manage great people.	Senior leadership in most function and proven ability to recruit senior people
PRODUCT MARKET FIT	Market research indicates strong need for the product	Strong indication of product/market fit from early customers and pilot users	Clear product market fit (PMF) and increasing evidence of PMF in large market	
ТЕСН	Strong tech co-founder with relevant experience	Proven ability to move fast	Proven ability to attract and manage great engineers (product scales but still breaks)	
OPERATIONS			Regular P&L and Balance Sheet. Human Resources is formal (benefits, salaries, taxes)	Financial maturity demonstrated in projections
SALES & MARKETING	Understand best practices, good ideas	Strong indications of demand (e.g. organic trial signups)		Excellent understanding of sales and marketing costs and CAC payback times by channel. Increasing confidence in scalability of the sales / marketing machine.
MARKET		Conviction that there is a \$100m Annual	increasing conviction of a \$300m Annual	increasing confidence in exit potential
POTENTIAL TRACTION		Recurring Revenue (ARR) potential If pre-monetization, growing waiting list, trial user base	Recurring Revenue (ARR) potential Get from 0-\$100k MRR within 12-18M	(large strategic buyers or IPO) Growing 2.5 X y/y

What makes a company fundable?

- <u>http://sofiafund.com/angels-tell-the-truth-what-makes-a-new-company-fundable/</u> (see appendix for full article)
- Investors want the entrepreneur to be successful so that he/she can deliver a profitable exit, for all parties (typically within 3 to 7 years after investment)
 - Big Market opportunity often looking for over \$1B
 - Great Team / Vision / Commitment
 - Strong Business Model
 - Competitive Moat / Secret Sauce





"...none of it will matter unless you <u>build shit people care about</u> <u>and use en masse</u> and thus you can attract capital even if you call it a Z-round. But my advice to entrepreneurs--stop sweating the silly optics."

- Mark Suster





How much to raise – Option A?

- Determine negative cash flow "bottom"
 - Start with product development and inventory needs
 - Add any other startup expenses
 - Add average burn rate x sell cycle in months x 1.5

	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Starting Cash	10,000	10,000	10,000	(35,000)	(129,500)	(247,955)	(689,609)	(1,234,547)	(605,753)	(122,312)	319,350	1,650,622
Revenue Received	-				41,552	155,820	280,476	1,157,520	1,595,300	964,600	2,077,600	964,600
Commissions	-	-	-		1,247	4,675	8,414	34,726	47,859	28,938	62,328	28,938
Credit Card Fees	-	-	2			-	2		-	-		-
Inventory	-	-	45,000	94,500	158,760	592,800	817,000	494,000	1,064,000	494,000	684,000	798,000
Operating Expenses								5	-	-	-	-
New Investment	127	(14)	32	1	-	- /		2	27	028	127	12
Ending Cash Balance	10,000	10,000	(35,000)	(129,500)	(247,955)	(689,609)	(1,234,547)	(605,753)	(122,312)	319,350	1,650,622	1,788,284
							\checkmark	/				
Change in Cash	-	-	(45,000)	(94,500)	(118,455)	(441,655)	(544,938)	628,794	483,441	441,662	1,331,272	137,662

1,235,000 (inventory) + 800,000 (development) + (55,000 (burn rate) x 9 (sell cycle) x 1.5) = 2,777,500





How much to raise – Option B?

- Raise enough money to achieve a set of milestones that will attract a subsequent round of investment
- Although raising for 15-18 months is ideal, sometimes it isn't a reality
- Early on you may raise a smaller amount for a shorter runway simply to demonstrate initial traction (initial working product, pilot customers, etc)
- Focus on getting done fast and back to work





Valuations often determined by investor ownership %

Because investors typically expect 20 - 25% ownership after the round, your valuation is typically 3 - 4x the amount you are looking to raise.

Example:

- \$1M raise
- \$1M = 25% of a \$4M post-money valuation
- Or \$1M = 20% of \$5M post money valuation
- Therefore, the pre-money valuation would be between \$3 \$4M





Seed/Angel Valuations



Iowa: typically sub-\$500K raise on a sub-\$2M valuation







Fundraising process

Charise Flynn



Fundraising is a sales process!





Different Investor Strategies

- 1. Friends and Family Round
 - Often company will set terms
 - Multiple friends and family members will invest
 - Likely won't have a board seat
- 2. Angel / Seed Round led by company
 - Often company will set terms
 - Multiple individual angels or angel groups will invest
 - Likely won't have a board seat





Different Investor Strategies, cont

- 3. Angel / Seed Round with lead investor
 - Often lead investor will set terms
 - Typically will invest a minimum of 20% 25% of the total amount raised
 - Likely have experience / knowledge that is relevant to your company
 - May require board seat
 - Likely to be more hands on in next round
- 4. Strategic Investors





Trade-offs of Strategic Investors

Strategic Investors

- May help by:
 - Opening the door to a commercial deal
 - Legitimizing the company
 - Lending domain expertise
- May hurt by:
 - Doing what is in their selfish self-interest
 - Having a disproportionate influence on the direction of the company
 - Inhibiting certain competitors from doing business with you
 - Blocking future investment rounds





Build an investor "lead list"



"Ideal Investor Profile"
Stage
Sector
Customer Type
Revenue
Demographics
Have they invested in your competitors?
Category



From blog https://blog.bolt.io/investor-lead-list-bbc9bc78adc

YourCo, Inc - Investor Lead List

Firm	Fund Size	Check Size	Leads?	Ideal contact	E-mail	Companies like mine	Word on the street
Bolt VC	\$80m	\$500k	Yes!	Kate McAndrew	<u>kate@bolt.io</u>	Core Wellness, Lumos, Droplette, One Drop	Interested in companies at the intersection of hardware and software. Especially early stage. Is also interested in pre-seed consumer packaged goods (CPG)
Mountain Rose VC	\$25M	\$100k	no	Claude Monet	claud@mountainrose.com	Soil, Prune, Thorn	likes to follow Marden
Incense Rose	\$100M	\$1M+	no	Ellsworth Kelly	ekelly@incense.io		must have revenue
Burnet Rose VC	\$150M	\$2M	yes	Adriaen van Utrecht	adriaen@burnet.vc	Biodiversity, Glove, Germinate	
Multiflora Venture Partners	\$110M	\$1M+	yes	Roy Lichtenstein	roy@multifloravc.com		must have revenue
Musk VC	\$125M	\$1M+	yes	Margareta Haverman	mhaverman@muskvc.com		
Cinnamon Rose Ventures	\$100M	\$1M+	yes	Édouard Manet	edouard@crv.com		
Cherokee Rose	\$60M	\$250k	no	Vincent van Gogh	vvg@cherokeerose.com	Prune, Aerate, Polenate	
Camellia Rose Ventures	?	not sure	no	Georgia O'Keeffe	georgia@camelliaroseventures.com		
Mardan Rose	\$80M	\$500k	yes	Takashi Murakami	takashi@mardenrose.com	Perennial	
Golden Rose of China	\$100M	\$1M+	yes	Alex Katz	akatz@grc.com	Aerate	likes to see \$1M ARR
Sulphur Capital	\$150M	\$2M+	yes	Andy Warhol	andy@sulphurcapital.com		
Redleaf Rose	?	\$250k	yes	Ann Craven	ann@redleaf.com	Germinate	

Tools to utilize to research and find investors

- Crunchbase
- Pitch Book
- Public Lists

Midwest Tech Investors list Abhinaya Konduru, M25vc.com https://bit.ly/30Cu7nrc

The most active hardware investors, Chris

Quintero https://bit.ly/2DC76le

- VC Funds below 200M, by Shai Goldman of
 - SVB http://bit.ly/2xKWz80
- Investors in Europe, by Techstars

http://bit.ly/2lk93rg

LA/Socal Investors, by Greg Bettinelli of Upfront http://bit.ly/2xVCOKp





Regional Angel Syndicate

- Seed Step Angels Oklahoma City
- Plains Angels Des Moines
- Nebraska Angels Omaha
- Gopher Angels Minneapolis
- Sofia Fund Minneapolis
- Women's Capital Connection Fairway Kansas
- Mid America Angels Fairway Kansas
- Rockies Venture Club Colorado

Note: regional syndicates have a history of sharing deal flow





Surrounding State Angel Groups

Hyde Park Angels IrishAngels Harvard Business School Angels **Caerus Investment Partners Cornerstone Angels Heartland Angels Elevate Ventures Gravity Ventures** VisionTech Angels **Plains Angels** Ames Seed Capital **Corridor Angels** Red Cedar Seed Fund

Chicago IL Chicago IL Chicago IL Chicago IL Northbrook IL Skokie II Indianapolis IN Indianapolis IN Indianapolis IN Des Moines IA Ames IA Cedar Rapids IA Cedar Falls IA





Surrounding State Angel Groups (cont.)

iSELECT FUND Billiken Angels Network St. Louis Arch Angels Allen Angel Capital Education Program (AACE) Nebraska Angel Network **Linseed Capital Treetop Ventures** Wisconsin Investment Partners Golden Angels Investors Phenomenelle Angels Wisconsin Super Angel Fund Angels on the Water Silicon Pastures Marshfield Investment Partners

St Louis MO St Louis MO St Louis MO Columbia MO I incoln NF Omaha NF Omaha NF Madison WI **Brookfield WI** Madison WI Milwaukee WI Oshkosh WI Milwaukee WI Wausau WI





Micro-VCs are smaller venture firms that primarily invest in seed stage emerging growth companies, often have a fund size of <\$50M and typically invest between \$25K to \$500K in a given company.

M25 Group Jumpstart Ventures Sandalphon Capital GSV Acceleration The Impact Engine Moderne Ventures Sandalphon Capital Holdings Industries Ekistic Ventures New Stack Ventures Chicago IL

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Arch Development Partners The Pritzker Organization West Loop Ventures **Continental Advisors Charmides Capital** Next Level Ventures **Firebrand Ventures** Invest Nebraska Center for Innovative Technology **Router Ventures** Sophia Fund Come Up Capital **Bayview Capital** CSA Partners I I C

Chicago IL Chicago IL Chicago IL Chicago IL Carmel IN **Des Moines** Kansas City MO Lincoln NE Virginia NE **Omaha NE** Minneapolis MN Minneapolis MN Wayzata MN Milwaukee WI





Filling the top of the funnel – inbound strategies





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Narrow the funnel as you qualify





As you evaluate investors, they evaluate you!





Due Diligence



NSMnartnershin com
Preparing for Due Diligence

- Make your bed prepare for due diligence
- Form your team
- Create a receptacle
- Fill your receptacle
- Update your receptacle





Make Your Bed – Preparing for Due Diligence

- Cannot wait for first due diligence request to put the information together
- Organized due diligence makes a great first impression
- Do a mock due diligence response





Form your team

- Find advisers who have been through the process before.
- Attorneys and accountants can help you anticipate issues.





Create a receptacle

- Online platform
 - Dropbox, Box, Google Drive, OneDrive, Others?
- USB Stick
 - Be careful with this format
 - Cannot restrict access
 - Cannot retrieve easily
 - No permissions





Due Diligence Organization

- Start a Dropbox or Box with all anticipated due diligence (DD) documents
- Organization is critical

Sample organization structure

MASTER FOLDER

Name	
Þ.	01. Corporate
Þ.	02. Management.Employees
Þ	03. Metrics and Financials
	04. Market, Customers and Products
•	05. Partners, Suppliers and Agreements
Þ.	06. PR & Customer Reviews

SUB - FOLDERS







Best Practices

• Create separate folders for each investor you share material with (including which pitch deck version you gave them).

Name

Acme Co DD Folder for FIN Capital

Acme Co DD Folder for MidAmerica Angels

Acme Co DD Folder for Plains Angels

- Acme Co Master DD Folder
- Don't share your DD data until you are certain of serious interest.
- Some investors will give you their DD list.
 - You may not have everything they ask for. In some instances it is ok to say "I don't have xyz ."
- Minimize the number of groups you are doing DD with as it can take a ton of time.
 - Ideally a lead investor will lead the DD process and all other investors will rely upon the lead investors DD review.





Common Due Diligence Checklist

1 Corporate

- 1.01 All legal governing documents (articles of incorporation, shareholders' agreement, bylaws, etc.)
- 1.02 Summary of any IP / patents and technology
- 1.03 Fully diluted cap table in Excel including any/all options and stock grants

2 Management and Employees

- 2.01 Summary bios of senior management team
- 2.02 Organization chart (current)
- 2.03 List of projected hires in the next 12 months
- 2.04 Copy of key employee agreements and standard employment agreement template
- 2.05 Details regarding employees that have left the business and brief description of reason (new opportunity, grievance, change in pay/commission, etc.)

3 Metrics and Financials

- 3.01 Summary of accounting policies (specifically revenue recognition and cost allocation)
- 3.02 Excel files of monthly financial statements (IS, BS and CFS) for most recent 18 months
- 3.03 Excel financial model with income statement projections for next 3-5 years
- 3.04 Summary of assumptions for the income statement projections
- 3.05 Annual financial statements prepared by accounting firm
- 3.06 State and Federal tax filings for history of company
- 3.07 Summary of key performance indicators on a monthly basis for 18 most recent months
- 3.08 Uses of funds in excel by month/quarter demonstrating key spending: hires, advertising/marketing, inventory, capital commitments (debt), other
- 3.09 Detailed accounting schedule of inventory balance sheet account (current)
- 3.10 Breakdown of revenue forecast itemizing: repeat orders, repeat order growth rate, new customers acquired paid, new customers acquired organic/free, etc.





Fill the receptacle

- Corporate Documents
 - Articles of Incorporation (Certificate of Organization)
 - Bylaws/Operating Agreement
 - Shareholder Agreements
 - Subscription Agreements





Fill the receptacle, cont.

- Financial documents
 - Financial statements
 - Tax returns
 - Pro forma financial statements
- Contracts
 - Employment
 - Supplier/customer
 - Leases
 - Loans





Fill the receptacle, cont.

- Capitalization
 - Cap table
 - Option plans and grant agreements
 - SAFE notes
 - Convertible notes
- Intellectual Property
 - IP Assignments
 - Patents/Trademarks
 - IP Opinions





Update the receptacle

- Before the raise
- During the raise
- After the raise





Common Due Diligence Checklist (cont.)

4 Market, Customers and Products

- 4.01 List of all customers (name or other unique identifier), date of order/s, dollar amount of order/s, location/zip (if available) in excel for the last 18 months
- 4.02 Summary of customer contracts (amount, term, structure, etc.)
- 4.03 Contact details of 10 reference customers
- 4.04 Industry research in regards to market size and competitors
- 4.05 Comparison of MSL's product/technology and pricing positioning versus competitors
- 4.06 Summary of the technology and product development roadmap (features, timing, costs, etc.)
- 4.07 Review of customer acquisition costs (CAC) for the past 18 months showing detailed calculations in excel

5 Partners, Suppliers and Agreements

- 5.01 Summary of any partnerships or other strategic relationships
- 5.02 Summary of any major suppliers / vendors
- 5.03 Material contracts including existing / pending bank/debt financing

6 PR & Customer Reviews

- 6.01 Document and link to Press and Media covering your company
- 6.02 Links to customer reviews, survey data, etc.







Managing the Close



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Managing the Closing

- Set expectations for a close date.
- Set expectations with all parties who need to sign paperwork.
- Make sure everyone understands their role and deadlines.
- This requires time and organization to keep the close on track





Create a Closing Checklist

- Need an entry for each investor.
- List each of the documents that need to be signed and any information you need from investors.
- Don't forget to get W9 forms for LLCs.





Organize Your Files After the Close

- At the end of the close, update your document receptacle.
- Need to make sure you have the subscription agreements and other documents from each investor.
- Update the cap table and issue share certificates.







After The Raise



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Stay Connected

- Investors want to be part of team
- Email monthly or quarterly updates (see handout)
 - Runway, sales progress, HR needs, key wins and losses
 - Highlight any major milestones
 - Outline any help you need from your investors
 - Doesn't have to be lengthy one page is sufficient
- Annual in-person meeting will go a long way





Dear Investors and Stakeholders,

One to two sentence summary of state of the company

Top three priorities for near future:

- 1. Item
- 2. Item 3. Item

manufacturing, operations, financials, team, legal) based on their priority **NOTE to company- rearrange the following (sales, marketing, product, tech

Summary of sales activities

- Goal vs. actual for last month/quarter and year to date
- One paragraph on status

Marketing update

- Goal vs. actual for last month/quarter and year to date
- One paragraph on status

Product update

- Goal vs. actual for last month/quarter and year to date
- One paragraph on status

Manufacturing update (hardware company only)

- Goal vs. actual for last month/quarter and year to date
- One paragraph on status

Financials

- Cash on hand
- Runway in months
- Anticipated monthly burn
- revenue Projected cash flow by month for next 12 months including any investment and

Operations / Legal Update

expansion, legal endeavors, etc) One paragraph on status (include any change/upcoming change to facilities,

Team Update

- Current headcount
- Changes

- 0 0 0 New hires
 Open / anticipated hires
 Terminated / left

Top three asks:

- 1. Ask 2. Ask 3. Ask

Other developments or items of interest. (Capital raise, Licenses etc.)

- You're no longer pitching share real numbers
- Projections should be based on known pipeline
- Share team dynamics warts and all
- Fibs catch up and hurt future investment potential





Ask For Help

- Startup investors are rarely passive investors
- Use their experience
- Leverage their network
- Ask for guidance, mentorship, advice
- Investors can often step in at times of HR voids





- There are lots of indicators share them
 - Operating: Maybe you thought about expenses
 - Make payroll: Maybe you've thought about layoffs
 - Obligations: You did notice A/P growing
 - Landlord: You negotiated
 - Miracles: Don't happen, you control them through resources







Final Thoughts



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Thank You!

- Final thoughts
 - All content from these seminars is available
 - <u>www.dsmpartnership.com\raisingcapital</u>
 - Please complete our survey
 - Stay in touch
 - Plains Angels
 - www.plainsangels.com
 - Greater Des Moines Partnership
 - <u>www.dsmpartnership.com</u>
 - Mike Colwell
 - <u>mcolwell@dsmpartnership.com</u>





Raising Capital Seminar Appendix:

October 16, 2020

The Process & The Pitch:

- How to Raise Money It's a Journey Not an Event Steve Blank
- Angels Tell the Truth: What Makes a New Company Fundable- Cathy Connett
 - 30 Questions Investors Ask During Fundraising Alex Iskold
- 4 Major Startup Funding Mistakes First-Time Entrepreneurs Make (And How To Avoid Them) - Tero Isokauppila
 - Private SaaS Company Valuations: Q3 2020 Update SaaS Capital
- 11 Questions Founders Need to Ask Investors During the First Meeting
 - Why No is the Next Best Thing After Yes Alex Iskold
 - Founders, Beware of Happy Ears Alex Iskold
- 25 epic, must-read blog posts about fundraising Alex Iskold
 - Your Startup's Competitive Advantage Alex Iskold
- Alex How a seed-stage company can run a simple and effective board meeting skold
 - How to ask me (and others) for an intro Alex Iskold
- Don't take intros from investors who aren't investing in you Alex Iskold
 - https://www.strictlyvc.com

Pro Forma

- Preparing a SaaS Company for a Capital Raise SaaS Capital
- How to Read a Balance Sheet (The Not-Boring Version) Andrew Youderian
 - The Finance Function: Looking Back And Looking Forward
 - What is LTV:CAC Ratio? geckoboard.com
- The False Confidence of the LTV/CAC Ratio for Early Stage SaaS Startups Tomasz Tunguz
 - Unpacking the Deep Diagnostic Value of LTV/CAC for SaaS Startups
 - The Math Behind SaaS Startup Customer Lifetime Value
 - SaaS Cost of Goods Sold for Startups

Cap Table & Term Sheet

- Why Convertible Notes Are Sometimes Terrible for Your Startup. Mark Suster
 - Convertible Notes and Safe Notes Fred Wilson
- Summary of Equity Offering Terms Joe Leo, BrownWinick Law National Venture Capital Association Model Term Sheet