KEY CORPORATION LEGAL AGREEMENTS TO CONSIDER

1. CORPORATE FORMATION DOCUMENTS

* Certificate of Incorporation
* Bylaws
* Action by Written Consent of Incorporator
* Initial Organizational Resolutions of Board of Directors
* SS-4 and Filing Instructions to Obtain an EIN

1. FOUNDERS STOCK PURCHASE DOCUMENTS

* Common Stock Purchase Agreement (with Vesting Schedule)
* Common Stock Certificate
* Notice of Issuance of Uncertificated Stock
* Capitalization Table
* Stock Ledger
* 83(b) Election Form

1. DIRECTOR AND OFFICER RELATED DOCUMENTS

* Indemnification Agreement
* Stockholder Approval of Indemnification Agreement

1. EMPLOYMENT AND CONSULTANT DOCUMENTS

* Employee Offer Letter
* Employment Agreement
* Consulting Agreement
* Non-Competition Agreement (if not included in Employment Agreement)
* Non-Solicitation Agreement (if not included in Employment Agreement)

1. TECHNOLOGY RELATED DOCUMENTS

* Confidential Information and Invention Assignment Agreement for Employees
* Confidential Information and Invention Assignment Agreement for Consultants
* Nondisclosure Agreement

1. EQUITY COMPENSATION DOCUMENTS

* Stock Plan
* Stock Plan Summary
* Option Agreement
* Restricted Stock Purchase Agreement
* Board Approval of Stock Plan
* Board Approval of Restricted Stock Plan
* Shareholder Approval of Stock Plan
* Board Approval of Option Grant(s)
* 83(b) Election Form