

The logo consists of the letters 'V' and 'W' in a bold, black, serif font. The 'V' and 'W' are stylized and share a common vertical stem in the middle, creating a continuous shape.

V E L A | W O O D

Legal Bites: Key Considerations for Your CPG Brand

Arthur Swanson | May 25, 2023



About Vela Wood

Vela Wood (VW) is a boutique corporate law firm based in Dallas. We focus our practice in the areas of M&A, Sports & Gaming, Venture Capital, and Corporate Transactions.

About Me

VW

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Legal Bites: Key Considerations for Your CPG Brand

What Are We Going to Cover?



Key Legal Issues



Contractual
Considerations

Legal Bites: Key Considerations for Your CPG Brand

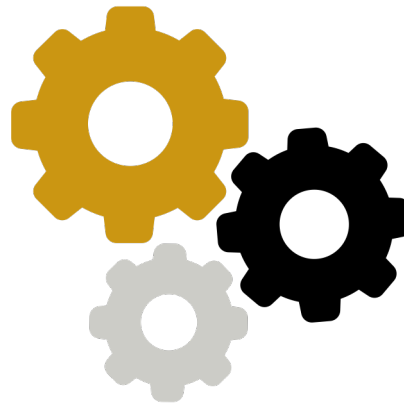
What Are We Going to Cover?



Product



Marketing



Production



Sales &
Distribution

Product – Intellectual Property

Have you searched and filed your trademarks?

Do you own your formula and/or designs?

Are you protecting your trade secrets?



Product – Regulatory



Do your ingredients, packaging, and labeling comply with FDA and other applicable regulations?

Have you substantiated all product information and claims?

Product - Contracts

Are you entering into appropriate agreements with your product developers, suppliers, and other providers?

Key Considerations

- Confidentiality
- IP Ownership
- Warranties
- Indemnities
- Limitations of Liability
- Term & Termination Rights
 - Termination w/o Cause



Marketing – Content & Claims

Are you vetting and clearing content, including marketing claims...

- IP Issues
- Claims
 - Ingredient claims
 - Structure-function claims
 - Health or other benefit claims
 - Superiority claims
 - Sustainability/Environmental (“Greenwashing”) claims



...on your labeling, website, and other marketing?

Marketing – Content & Claims

FDA, FTC, competitors, and class action lawyers can bring suit.



Whether you're a large or small brand, you can be targeted.
Claims may be vetted as part of acquisition due diligence.

Marketing - Contracts

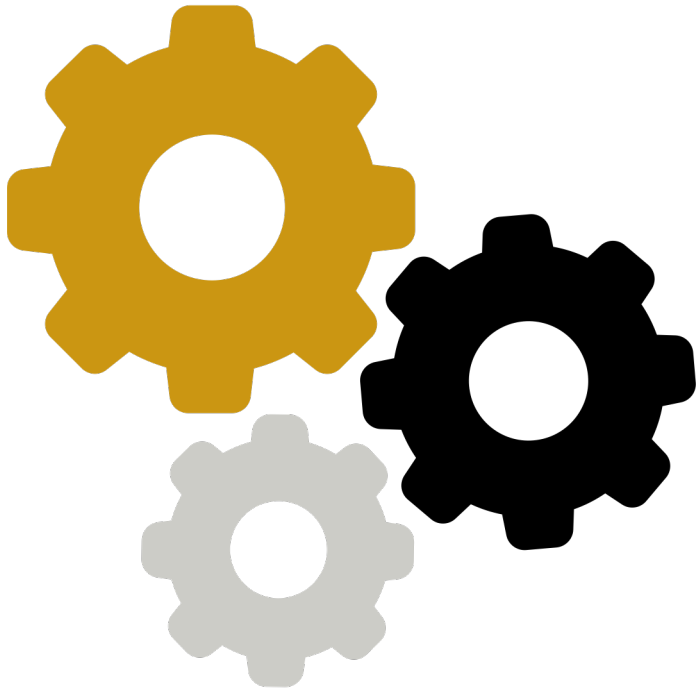
Are you entering into appropriate agreements with your agencies, consultants, independent contractors, and other providers?

Key Considerations

- IP Ownership
- Warranties and Indemnities
- Limitations of Liability
- Term & Termination Rights
 - Termination w/o Cause



Production – Safety & Quality



Key Considerations

- Product safety/quality is paramount
- Selection of vendors (ingredients, packaging, co-packing)
- Safety/quality certifications, plans, audit, and follow up
- Appropriate procurement and co-packing agreements

Production – Supplier & Co-Packer Agreements



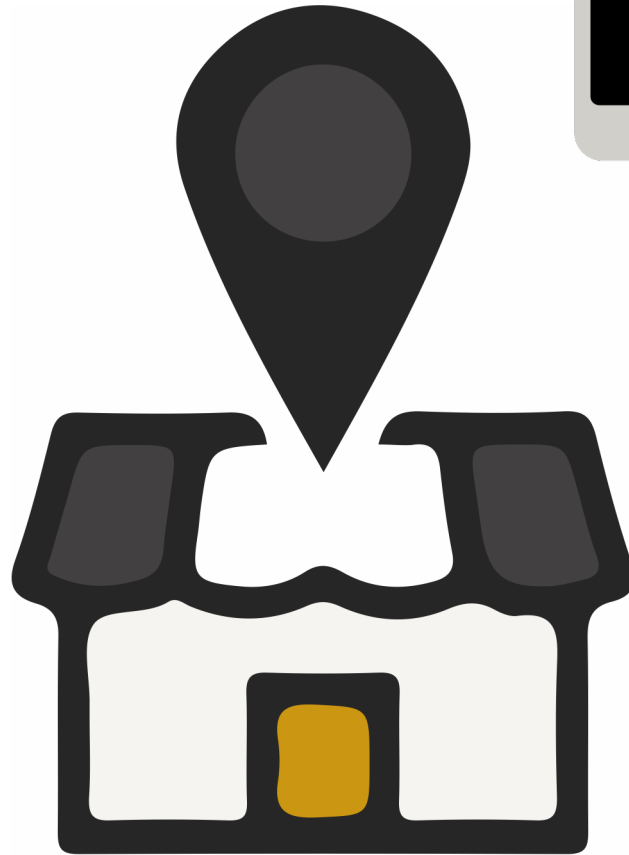
Key Considerations

- IP Ownership
 - Formula
 - Inputs
 - Developments
- Warranties
 - Safety, Quality Standards
 - GMPs
 - Applicable Law
- Indemnity
- Limitations of Liability
- Commercial
 - Pricing and Pricing Adjustments
 - Volume Commitments
- Force Majeure (supply chain disruption)
- Term & Termination Rights

Sales & Distribution



- Retailers
- e-Commerce
- Distributors



Distribution Agreements



Key Considerations

- Products Covered
 - Trademarks/Formats/Packages
 - Future Products
- Territory
 - Geography
 - Channels/Accounts
 - Exclusive
 - Non-Exclusive
 - Reserved (i.e., e-Commerce)
 - Unable/Unwilling
- Performance
- Term & Termination Rights
 - Termination w/o Cause
 - Buyouts

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