

# **Protecting Organizational Good Will and Business Assets**

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# Non-Competition Agreement

- History
- The Michigan Anti-Trust Reform Act  
MCLA 445.774a
- *Follmer, Rudzewicz & Co. vs COSCO*,  
420 Mich 394 (1984), Accountant  
Non-Compete

# Reasonable Restrictions

- Duration
- Geographic Scope
- Protection of a Legitimate Business Interest
- Purpose for Non-Compete
- Class of Worker
- Good Will



# Employee Non-Solicits

- Customers
- Referral Sources
- Breadth of Non-Solicit
- Duration
- Contacts



## **Other Restrictions**

- Non-Disparagement
- Non-Interference
- Return of Property
- Computer Systems
- Ongoing Duty to Advise



# Confidentiality Provisions

- Trade Secrets
- Intellectual Property
- Uniform Trade Secret Act
- Defend Trade Secret Act
- Economic Espionage Act
- Duration
- Internal Practices and Procedures

**TRADE  
SECRET**

# Intellectual Property

- Work for Hire
- Independent Contractors
- Copyrights
- Patents
- Inventions and Ideas
- Post-Termination



# Enforcement

- Injunctive Relief
- Damages
- Liquidated Damages
- Extension of Restriction
- Blue Pencil
- Court Enforcement

