

**Scoring**

Serviceable = 2; Wanting/Needs Revisions = 1; Absent = 0

**Preamble**

Description	Yes	No
Properly identified all parties?	<input type="checkbox"/>	<input type="checkbox"/>
Effective date?	<input type="checkbox"/>	<input type="checkbox"/>

**Services & Obligations**

Can Sales Rep engage other sales reps to perform sales?	<input type="checkbox"/>	<input type="checkbox"/>
Can only sales rep market Company products or services in a specified territory or for specific customers?	<input type="checkbox"/>	<input type="checkbox"/>
Or, can Company directly market or appoint other sales rep to market products/services in territory?	<input type="checkbox"/>	<input type="checkbox"/>
Is customer base limited to industry, type of buyer (e.g. distributors) or proposed use?	<input type="checkbox"/>	<input type="checkbox"/>
Is sales rep expected to provide customer support?	<input type="checkbox"/>	<input type="checkbox"/>
Must sales rep maintain certifications, credentials, etc.?	<input type="checkbox"/>	<input type="checkbox"/>
Must Company approve all orders solicited by sales rep?	<input type="checkbox"/>	<input type="checkbox"/>
Or, can sales rep freely negotiate or change the terms of a sale?	<input type="checkbox"/>	<input type="checkbox"/>
Are certain customers excluded?	<input type="checkbox"/>	<input type="checkbox"/>

**Company Obligations**

Will Company provide equipment?	<input type="checkbox"/>	<input type="checkbox"/>
Will Company provide business cards and marketing collateral?	<input type="checkbox"/>	<input type="checkbox"/>
Will Sales Rep receive sales or product training?	<input type="checkbox"/>	<input type="checkbox"/>
Will sales rep be consigned product or samples?	<input type="checkbox"/>	<input type="checkbox"/>
Will sales rep be provided with a commission report? How frequently?	<input type="checkbox"/>	<input type="checkbox"/>

**Compensation**

Will Sales rep receive only salary?	<input type="checkbox"/>	<input type="checkbox"/>
Only commission?	<input type="checkbox"/>	<input type="checkbox"/>
Salary plus commission?	<input type="checkbox"/>	<input type="checkbox"/>
Must Sales rep meet minimum sales quota?	<input type="checkbox"/>	<input type="checkbox"/>
Commission rate and payment terms specified (e.g. after Company receives actual cash)?	<input type="checkbox"/>	<input type="checkbox"/>
Defines when commissions are considered earned?	<input type="checkbox"/>	<input type="checkbox"/>
Commission dispute procedure?	<input type="checkbox"/>	<input type="checkbox"/>
Company right to setoff?	<input type="checkbox"/>	<input type="checkbox"/>
Advances allowed?	<input type="checkbox"/>	<input type="checkbox"/>
If so, is repayment accelerated upon termination? Is interest charged?	<input type="checkbox"/>	<input type="checkbox"/>

**Worker Classification**

Can the worker hold other employment contemporaneously?	<input type="checkbox"/>	<input type="checkbox"/>
Is the worker free to accept or reject work without consequence?	<input type="checkbox"/>	<input type="checkbox"/>
Worker required to attend regular scheduled Company meetings (e.g., weekly conference call)?	<input type="checkbox"/>	<input type="checkbox"/>
Will the sales person use his own book of business to perform sales?	<input type="checkbox"/>	<input type="checkbox"/>
Will business cards advertise Company's name, information, logo and services?	<input type="checkbox"/>	<input type="checkbox"/>
Will the sales person sell goods or services in Company name?	<input type="checkbox"/>	<input type="checkbox"/>
Are sales orders subject to Company approval?	<input type="checkbox"/>	<input type="checkbox"/>

**Termination**

Does contract terminate on specific date or completion of milestone?	<input type="checkbox"/>	<input type="checkbox"/>
Can either party terminate for convenience?	<input type="checkbox"/>	<input type="checkbox"/>
Can either party terminate for cause? Is "for cause" defined?	<input type="checkbox"/>	<input type="checkbox"/>
Is there a written notice period?	<input type="checkbox"/>	<input type="checkbox"/>

**Confidential Information**

Will the sales rep receive price lists, customer lists, proprietary marketing and sales strategies, etc.?	<input type="checkbox"/>	<input type="checkbox"/>
Will the sales rep be restricted from disclosing this info to competitors?	<input type="checkbox"/>	<input type="checkbox"/>
Is there a specific time limit on any non-disclosure obligation?	<input type="checkbox"/>	<input type="checkbox"/>
Does it include information developed by the sales rep in the course of his duties?	<input type="checkbox"/>	<input type="checkbox"/>

**Restrictive Covenants**

Is there adequate consideration for restrictive covenants recited (e.g. new employment, promotion)?	<input type="checkbox"/>	<input type="checkbox"/>
Is a legitimate business interest recited (e.g. received highly specialized training)?	<input type="checkbox"/>	<input type="checkbox"/>
Industry defined?	<input type="checkbox"/>	<input type="checkbox"/>
Addresses competitive activities during employment?	<input type="checkbox"/>	<input type="checkbox"/>
Duration two years or less?	<input type="checkbox"/>	<input type="checkbox"/>
Geographic scope reasonable?	<input type="checkbox"/>	<input type="checkbox"/>
Scope of restricted activities specified?	<input type="checkbox"/>	<input type="checkbox"/>
Tolling provision included?	<input type="checkbox"/>	<input type="checkbox"/>
Non-solicit includes prospective clients and/or vendors?	<input type="checkbox"/>	<input type="checkbox"/>
Includes non-solicit of employees?	<input type="checkbox"/>	<input type="checkbox"/>
Specific remedies for a breach?	<input type="checkbox"/>	<input type="checkbox"/>

**Miscellaneous**

Relationship of parties?	<input type="checkbox"/>	<input type="checkbox"/>
Modification and waiver?	<input type="checkbox"/>	<input type="checkbox"/>
Successors; Assignment?	<input type="checkbox"/>	<input type="checkbox"/>
Survival?	<input type="checkbox"/>	<input type="checkbox"/>
Notice procedure?	<input type="checkbox"/>	<input type="checkbox"/>
Governing law; submission to jurisdiction?	<input type="checkbox"/>	<input type="checkbox"/>
Counterparts, electronic signature?	<input type="checkbox"/>	<input type="checkbox"/>