

INFORMATION TECHNOLOGY & INTERNET LAW PRACTICE GROUP



Success in the ever-changing global marketplace often requires companies to enhance their competencies with new or augmented technologies and services acquired locally, nationally, or from around the world. Each transaction is unique, requiring blending of the legal, business, and technology aspects of the deal with our clients' present and long-term needs.

What Sets Us Apart

Attorneys in the Hodgson Russ Information Technology & Internet Law Practice Group counsel clients throughout the entire process of selecting, deploying, and exploiting key technological and service offerings acquired from Asia, Europe, and North America. Many of our attorneys who work with our team are highly skilled engineers, scientists, and business people with years of firsthand industry experience.

Additionally, we engage resources within our full-service firm to handle specific needs, including contract enforcement, domestic and international tax planning, funding and capitalization, real estate and finance considerations, antitrust and trade regulation issues, and immigration.

Our team members utilize firsthand knowledge of technology and business derived from years of industry experience to design solution-oriented legal frameworks to help our clients succeed. We understand that in order to meet our clients' objectives and structure a successful transaction, three distinct subject matter areas must be precisely blended:

- The business motivation driving the transaction
- The technology, services, and information requirements
- A firm legal foundation, flexible enough to evolve as needs change

Providing legal services in a global economy and in virtually every substantive area of law, Hodgson Russ structures

multidisciplinary work teams to serve the specific and complex needs of our clients. Our in-depth industry knowledge allows us to craft practical solutions for our clients, fluidly moving between the business, technology, and legal aspects of each transaction.

Technology Transactions

We are versed in a wide range of technology and services transactions due to handling a high volume of agreements for clients in numerous industries. Our team includes attorneys who are accomplished scientists and engineers holding not only advanced degrees, but who also have years of practical industry experience. We draw on our extensive representation of clients on either side of previous deals in order to craft workable and manageable solutions to complex problems.

Our representative transactions encompass all forms of technology and service engagements, including:

- Licensing of traditional intellectual property (patents, copyrights, and trademarks), dealing with infringement issues, and other issued related to the protection of intellectual property rights
- Agreements, including for complex software licensing and support, application service provider (ASP), business process outsourcing (BPO), information technology outsourcing (ITO), and other professional services
- Web-based service transactions, including software-as-a-service (SaaS), cloud, and ASP solutions
- Content licensing
- Electronic contracts, B2B platforms, and other Internet and electronic business transactions
- Technology-based business acquisitions and transfers
- R&D transactions

- Venture-capital and private-equity financings
- Compliance with ITAR technical assistance agreements and drafting such documents
- Information technology requirements under federal government contracts, including applicable FAR and DFAR clauses
- Biotechnology and life-sciences technology transfer
- Co-branding and joint ventures
- Website development and terms-of-use agreements
- Technology escrow arrangements
- Resolution of domain name disputes under the Uniform Domain Name Dispute Resolution Policy
- False advertising on the Internet

Privacy and Security

Clients turn to us for practical and strategic solutions to help them navigate the dynamic legal landscape of privacy and information security. Our holistic approach involves analyzing each client's business and industry; designing the appropriate policies, procedures, and agreements; and implementing safeguards through comprehensive internal governance and vendor management programs.

Our team covers global and domestic issues such as developing website and social media policies, structuring relationships with third parties, safeguarding employee information, developing acceptable information and technology use policies, and assisting clients when responding to security breaches.

We analyze and incorporate specific federal and state requirements as well as industry-specific compliance regulations into the solutions we design for our clients. Such regulations include:

- The Children's Online Privacy Protection Act (COPPA)
- The European Union Data Protection Act
- The Gramm-Leach-Bliley Act (GLBA)
- The Health Insurance Portability and Accountability Act (HIPAA)
- Dodd-Frank Wall Street Reform and Consumer Protection Act
- Individual state privacy and response laws
- Legal issues specific to the Internet, including policies

regarding electronic practices and regulations impacting online activities

- Compliance with Section 230 of the Communications Decency Act
- Electronic medical records (EMR), eHealth, and health information technology (HIT)
- U.S. federal and state privacy laws, including breach notification, and international privacy laws, including the E.U. Data Protection Directive and U.S. Safe Harbor

Sourcing: Domestic and International

The efficient and seamless sourcing of products and services, whether from within the United States or from around the world, is critical for success in today's business environment. Our proficiency with planning, implementing, and executing various sourcing strategies permits us to design and negotiate effective long-term service arrangements without "over lawyering" the deal.

Whether our clients are seeking to engage service providers for technology expertise relating to staff augmentation, application development, maintenance, and support or are looking to engage vendors for specific business process outsourcing needs, our attorneys can help.

Our attorneys routinely provide advice on:

- Information technology outsourcing
- Business process outsourcing
- Renegotiation and restructuring of existing relationships
- Contract interpretation and governance issues

We have experience guiding our clients from the initial request for proposal (RFP) stages of outsourcing initiatives all the way through the contract drafting and negotiation phases. Our clients call on us to:

- Assist in the due diligence phase, both internal and external
- Provide assistance in drafting RFPs and evaluating the responses
- Draft and negotiate the outsourcing agreements
- Develop orderly disengagement plans
- Provide guidance on service level agreements (SLAs)
- Establish procedures regarding knowledge and data transfer

Clients also engage our services when looking to restructure, renegotiate, or terminate specific services or an entire outsourcing relationship. Often, clients look to bring outsourced work back in-house or transition the services to a new vendor. We add value by analyzing our clients' existing agreements and working with all parties to effectuate an appropriate strategy for transferring services.

Whether the deal involves acquiring complex technologies or structuring ongoing services arrangements, we assist our clients in navigating the transaction, adding value throughout the process.

Our Information Technology & Internet Law Practice Group provides business-oriented legal solutions to clients involved in national and international transactions of all sizes and types.

An Ounce of Prevention

Hodgson Russ provides counseling and conducts corporate compliance programs, seminars, and other educational offerings to assist clients in assessing potential risks and legal exposures. These services allow clients to mitigate risk and reduce exposure. In the fast-paced and ever-changing environment our clients do business in today, the old saying "an ounce of prevention is worth a pound of cure" rings especially true.

Legal Acumen and Client Service Go Hand-in-Hand

As an established law firm, it probably goes without saying that we provide knowledgeable and experienced representation. Whether our clients' needs are for the innovative or the routine, we aim to consistently provide the high-quality representation our clients demand and deserve.

Since our inception in 1817, our goal has always been to help clients excel. We understand the issues our clients face, and the environments in which they do business. We work hard to provide the integrated legal services that help our clients grow their businesses.

While nothing is more important to us than providing top-notch legal services in all major areas of law, we also always emphasize client relationships. We combine exceptional legal talent with outstanding client service.

Our bottom line: in every way, we strive to be your trusted legal advisor, working hard to help our clients succeed.

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