

Transactions

Whether a client is buying, selling, spinning off, or engaging in any other transaction involving an IP portfolio, we advise on how to structure the IP provisions of the deal. And when novel issues arise, our deep experience enables us to provide innovative solutions to meet the needs of our clients.

We negotiate the IP provisions of purchase agreements involving worldwide trademark portfolios and coordinate trademark and copyright due diligence in all kinds of transactions, including asset purchases, stock agreements, mergers, and divestitures for both buyers and sellers. Upon completion of the deal, we record the corporate changes against the client's worldwide IP registrations.

For licensing transactions, we safeguard our clients' business and legal interests by crafting or reviewing trademark, copyright, and other licenses or related agreements involving U.S. and international rights. Clients benefit from our broad knowledge of licensing issues, including, for example, the possible liability of a trademark licensor for a licensee's torts; the effects of a party's bankruptcy on the license (for instance, the trustee in bankruptcy of a licensor in the U.S. can both terminate the license and keep pre-paid royalties); quality control requirements (if any) under local law; license notice and recordation requirements (important in a number of foreign countries, especially for repatriation of royalties); legal issues concerning license interpretation; and at what point a license agreement shades into an arguable franchise agreement and therefore risks being subject to an entirely additional regulatory scheme in the U.S.