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Technology

Pryor Cashman's Technology Group combines strong intellectual property expertise with a pragmatic, business-oriented, problem-solving perspective. Our attorneys have extensive knowledge of copyright, trademark, patent and trade secret law as well as substantial experience as commercial and transactional attorneys. We also provide counseling on the protection of technology expertise and proprietary information in matters ranging from drafting employee policies on confidential information and related nondisclosure agreements to the preparation and filing of patent and copyright applications to the prosecution and defense of all manner of litigations and arbitrations that arise in technology-oriented businesses.

Among our clients are companies in digital media, software and telecommunications technology, e-commerce and other businesses whose core assets consist of intellectual property. We also consult frequently with clients whose products and services are not technology-based, but who need advice on a particular problem or transaction involving technology and related intellectual property, such as agreements regarding development or in-licensing of software and web-hosting agreements. Our attorneys have special expertise in crafting agreements for the creation, development and commercialization of products and services protected by intellectual property. This expertise enables us to analyze and resolve issues, such as determining title to and potential claims against relevant intellectual property assets; insuring compliance with applicable regulations, such as U.S. export controls; developing and enforcing policies and agreements designed to control and protect proprietary rights and confidential information; and defining and allocating marketing rights for particular products based on a given technology.

Pryor Cashman is frequently asked to conduct crucial due diligence for clients buying, selling or licensing technology. We can fully appreciate and evaluate, for example, the often complex legal status of the other party's intellectual property assets, such as multiparty, multijurisdictional and multiapplication licensing structures as well as relevant domestic and foreign regulatory regimes. At the same time, our transactional backgrounds permit us to digest and present such issues in context, helping a client to determine their relative importance to the transaction itself and to the client's business goals.

Pryor Cashman's work in the technology area includes:

- Analysis of the duration of agreements in relation to available patent protection and commencement of product sales in each country of specified territory
- Collaborations between for-profit companies and governmental or academic institutions and disposition of resulting intellectual property
- Control of publication, distribution and patent prosecution rights in jointly

- developed technologies
- Cross-border technology transfer pricing issues relating to the establishment of offshore companies holding intellectual property
- Cross-licensing and other allocations of rights to newly developed intellectual property upon termination of strategic joint ventures
- Disposition of rights in a public company's proprietary database assets, developed in the ordinary course of business, upon its purchase by one party and the simultaneous sale, by the purchaser, of a wholly-owned subsidiary dedicated to exploiting those assets
- Employee policies on proprietary rights, confidential information and non-disclosure agreements, including "deemed expert" regulations pertaining to non-resident foreign nationals
- Revenue allocations for royalty calculations involving combination products
- Trade secret protection and exploitation

Additional Services

We are also able to assist and guide our technology clients in matters relating to:

- Application and data storage services provided via the Internet
- Complex development, installation and maintenance agreements for enterprise-wide software solutions
- Development and acquisition of application software
- Domain name registration and protection
- E-commerce advertising, linking, co-branding, fulfillment and private label marketing agreements
- Shrink wrap and click-wrap licenses
- Software escrow deposits
- Supply, OEM (original equipment manufacturing), VAR (value-added reseller) and similar agreements
- Use of customer data and privacy policies, as well as compliance with various statutes and Federal Trade Commission rules and regulations, including those affecting commercial e-mailers and the collection of personal information involving children
- Web site development and hosting

Representative Clients

- A.V.M. Software (PalTalk)
- eLec Communications
- Globe Trend Technologies, Inc.
- Incentra Solutions Inc.
- Interdigital Communications
- Reflective X-ray Optics
- Soundpedia Pte. Ltd.
- Think-21