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A Comprehensive Two-Day Conference on the

Nuts & Bolts of Complex IP & Technology Transactions

Mastering the business and legal issues

October 23 & 24, 2006

Atlanta, Georgia

Marriott SpringHill Suites Atlanta Buckhead

Credits: GA CLE 11.5 (call about others)

Quick when/where: 8:30 a.m., 3459 Buckhead Loop NE

Complex IP & Technology Transactions Conference

October 23 & 24, 2006 | Atlanta, Georgia
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8:00 Registration & Continental Breakfast

8:30 Introduction & Overview

Wendy A. Choi, Esq., *Program Co-Chair*
Woodcock Washburn LLP ~ Atlanta, GA

Kevin A. Cranman, Esq., *Program Co-Chair*
General Counsel
TANDBERG Television Inc. ~ Duluth, GA

8:45 Initial Planning: Establishing Planning Mechanisms for the Work to be Done

Establish an NDA first; general anatomy of an agreement (bundle of rights, scope, restrictions, acceptance, warranties, non-infringement); indemnification and exceptions; limitations of liability

Eduardo M. Carreras, Esq.
Woodcock Washburn LLP ~ Atlanta, GA

9:30 Combining a Finance Strategy with a Legal Strategy

How best to finance early stage spinout ventures; alternative available structures; pitfalls and common legal mistakes; how to combine a financing strategy with a legal strategy

Jeffrey M. Leavitt, Esq.
DLA Piper Rudnick Gray Cary ~ Atlanta, GA

10:15 Break

10:30 Sports Marketing and Celebrity Endorsements

Understanding “who’s on first” in naming rights, sponsorship and endorsement transactions: who has the rights to grant; to what restrictions are such rights subject; important considerations and clauses

Evan Appel, Esq.
Click & Null, PC ~ Atlanta, GA

Scott Wilkinson, Esq.
Vice President and Chief Legal Officer
Atlanta Spirit, LLC ~ Atlanta, GA

11:15 Putting it Online: Content Licensing and E-commerce

Content and image licensing for online use; e-commerce and site operation issues; domain name issues (ICANN)

Rob Hassett, Esq.

Casey Gilson Leibel P.C. ~ Atlanta, GA

12:00 Lunch (on your own)

1:15 Information Technology Transactions

IT legal aspects of divestitures and acquisitions

Jonathan Soll, Esq.

Chief Counsel—Information Technology
Georgia-Pacific Corporation ~ Atlanta, GA

Outsourcing: checklist for necessary clauses; terms for ensuring compliance with privacy, information security, and other regulatory requirements; norms for indemnifications, liabilities and warranties

Richard Keck, Esq.
Duane Morris LLP ~ Atlanta, GA

Indemnification; warranty; sticking point issues in all licensing agreements

Alison P. Danaceau, Esq.
Carlton Fields ~ Atlanta, GA

2:45 Break

3:00 Collaboration with and Exclusion of Competitors: Standards Bodies, Patent Pools and Antitrust Issues in Licensing Transactions

A discussion of participation in standards bodies and patent pools; reasonable and non-discriminatory licenses; antitrust issues including tying arrangements and patent misuse

Kevin Cranman, Esq., *Program Co-Chair, Moderator*

Antitrust lawyer’s perspective

Debra D. Bernstein, Esq.
Alston & Bird LLP ~ Atlanta, GA

IP lawyer’s perspective

Gerald R. Boss, Esq.
Troutman Sanders LLP ~ Atlanta, GA

5:00 Reception for Attendees and Faculty Sponsored by Woodcock Washburn LLP



About the Conference

LAW SEMINARS INTERNATIONAL

We dedicate all of our efforts to producing high-quality professional education programs.

Our seminars provide an opportunity for lawyers to learn about their clients’ businesses and for the clients to learn about the legal issues impacting their business.

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Our goal is to provide licensing executives, business people, and attorneys with an opportunity to improve their working knowledge of the business and legal issues that must be addressed to achieve a successful and hopefully, mutually beneficial licensing arrangement. A multitude of legal issues can arise in today’s complex licensing transactions, and the parties must create a well-drafted document to meet their business objectives. The licensing professionals advising on transaction structure and contract terms must understand the nature of the parties’ business activities, and business people will benefit from a basic understanding of the legal issues.

We have impaneled accomplished professionals to discuss relevant issues and the latest developments in legal, financial and accounting (pricing, royalty compliance), licensing strategies, corporate and due diligence, research issues at universities and governmental entities, effective rights transfer mechanisms, the intersection of IP and antitrust, and securitizing intellectual assets.

~ Program Co-Chairs: **Wendy A. Choi, Esq.** and **Kevin A. Cranman, Esq.**



8:00 Registration & Continental Breakfast

8:30 University Technology Transfers and Government Sponsored Research

Licensing government-owned intellectual property: new AIPA uniform standards for university transfers; the impact of the Bayh-Dole Act on allocation of intellectual property rights; Section 501(c)(3) issues; deal breakers

Thomas E. O'Toole, Esq. Deputy Director and Chief Licensing Officer Centers for Disease Control and Prevention ~ Atlanta, GA

Todd Sherer, Ph.D., Associate Vice President for Research and Director, Office of Technology Transfer Emory University ~ Atlanta, GA

Stephen D. Sencer, Esq., Deputy General Counsel Emory University ~ Atlanta, GA

10:00 Break

10:15 Technology Exports and Imports

Fundamentals; criminal and civil penalties; deemed export; review processes; resources; the Freedom of Information Act; protection of confidential business information; data security; technology transfer rules in the European Union and Pacific Rim

Christine E. Savage, Esq. King & Spalding LLP ~ Washington, DC

11:00 IP/Technology Due Diligence for M&A and Investment/Venture Capital Deals

Verifying IP ownership rights: a structured approach to verifying the licensor's IP rights, litigation status and financial stability; identifying third-party technology; IP rights in the subject matter; tips for resolving issues that are discovered

Jack D. Todd, Esq. Morris Manning & Martin LLP ~ Atlanta, GA

11:45 Lunch (on your own)

1:00 Borrower and Lender Perspectives on Securitization of Intellectual Property

The suitability of intellectual property for secured transactions; borrowing or generating current funding against the future value; lender's appraisal and valuation techniques for valuing the revenue stream of IP; perfecting security interests

Kathleen M. Kedrowski, CPA, Managing Director Navigant Consulting, Inc. ~ Chicago, IL

Clifford R. Michel, Esq. Orrick, Herrington & Sutcliffe LLP. ~ New York, NY

1:45 Managing the Money

Tax and accounting issues: developing, acquiring, and licensing IP; contributing IP to domestic and international holding companies; royalty withholding issues on international transactions

Mitchell Kopelman, CPA Director, Manufacturing, Technology & International Group Habif, Arogeti & Wynne, LLP ~ Atlanta, GA

How SOX, FAS 141/142, and Supreme Court decisions impact the way companies manage IP; obligations to disclose certain IP-related events to shareholders; meaningful valuation techniques; best practices to reduce conflict; regulator/legal scrutiny

Gary T. Bender, National Practice Leader IP Services Ernst & Young LLP ~ San Francisco, CA

3:00 Evaluations & Adjourn

Upcoming Related Seminars:

Table with 3 columns: Seminar Title, Location, and Dates. Includes Corporate Counsel as the Jack of All Trades, Standards Bodies & Patent Pools, and Blog Law.

See more at lawseminars.com



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Substitution & Cancellation: You may substitute another person at any time. We will refund tuition, less a \$50 cancellation fee, if we receive your cancellation by 5:00 p.m. on

Tuesday, October 17, 2006. After that time, we will credit your tuition toward attendance at another program or the purchase of a Homestudy. There is a \$25 cancellation fee for Course Materials orders and \$50 for Homestudy orders.

Seminar Location: The conference will be held at the Marriott SpringHill Suites Atlanta Buckhead at 3459 Buckhead Loop NE in Atlanta, GA 30326. Call the hotel directly at (404) 844-4800 for reservations at the special negotiated rate of \$179 and mention that you are attending a Law Seminars International conference. Rooms are on a first come, first served basis.

Continuing Education Credits: This program qualifies for 11.5 GA CLE credits. Upon request, we will apply for CLE credits in other states and other types of credits.

If You Cannot Attend: Our complete Homestudy Course, consisting of a VHS or DVD recording and the written course materials, is available for \$1005. The written course materials alone are available for \$100. We will ship your Homestudy order via UPS ground within two weeks after the seminar or the date we receive payment (whichever is later).

Faculty: Complex IP & Technology Transactions Conference

Wendy A. Choi, *Program Co-Chair*, is a partner with Woodcock Washburn LLP, focusing on complex U.S. and international patent prosecution, IP strategy development, client counseling, due diligence, and transactional and licensing matters for clients in the biotech, chemical, pharmaceutical, and medical device sectors. Previously she served as in-house counsel for the Rohm and Haas Company, Union Camp Corporation, and HP.

Kevin A. Cranman, *Program Co-Chair*, is General Counsel for TANDBERG Television Inc., and practices in the areas of commercial transactions, technology licensing, IP management, telecommunications technology, litigation management and corporate matters. Previously he held positions with Panasonic, Georgia Tech, BellSouth Intellectual Property, and Glenayre Technologies.

Evan Appel, partner at Click & Null, PC, has worked with college athletic departments, conferences, and professional sports teams. He represented bidding committees which were successful in being awarded high profile national sports events for Atlanta, including the Super Bowl and the NCAA Men's and Women's Final Fours. Previously, as a partner at Long Aldridge & Norman, he co-founded the Sports & Entertainment Practice.

Gary T. Bender, National Practice Leader of Ernst & Young LLP's IP Services, specializes in assessing and developing IP strategies, patent portfolio analysis, competitive intelligence, M&A related IP due diligence, developing commercialization strategies, valuation and dispute related IP damages analysis.

Debra D. Bernstein focuses her practice on complex commercial litigation with an emphasis on antitrust matters and class action defense at Alston & Bird LLP. She represents clients in antitrust-related counseling and commercial litigation matters in many industries.

Gerald R. Boss, partner at Troutman Sanders LLP, advises clients on product development and patent issues, including developing patent strategy. He has represented corporations in successful patent litigation and established corporate procedures for identifying intellectual property and prosecuting respective patents.

Eduardo M. Carreras, Of Counsel at Woodcock Washburn LLP, has been intellectual property counsel to The Coca-Cola Company for more than two decades. He brings his global business savvy to representing clients in a range of intellectual property matters, focusing on licensing, development agreements and other IP transactions.

Alison P. Danaceau is a shareholder at Carlton Fields. She has experience handling complex commercial litigation cases including intellectual property, business torts, and real estate litigation, representing corporate and individual clients in both federal and state courts.

Rob Hassett, Of Counsel at Casey Gilson Leibel P.C., represents companies providing technology and entertainment products and services. He concentrates on contract negotiation and drafting, copyright, trademark and trade secret rights, privacy and publicity rights, and corporate law. He teaches in the Professional Education Program at Georgia Tech and is a Georgia Super Lawyer in IP.

Richard Keck, partner at Duane Morris LLP, practices in the area of corporate and business law. He has experience in mergers and acquisitions, commercial transactions, regulated industries, tax, securities, antitrust, telecommunications law and policy, information technology, outsourcing, electronic commerce, intellectual property, privacy and information security.

Kathleen M. Kedrowski, Managing Director at Navigant Consulting, Inc., is involved in economic, business and financial analyses in IP, licensing, and other disputes. She also advises clients on the strategic use of intellectual assets, such as effective utilization and monetization and strategies throughout the intangible asset life cycle.

Mitchell Kopelman, partner with the CPA firm of Habif, Arogeti & Wynne, LLP, is Director of the Manufacturing, Technology & International Group, providing audit and tax services to middle market, high-growth companies that are owned by private equity firms, families, and venture capital firms. His practice has an emphasis on mergers and acquisitions.

Jeffrey M. Leavitt, partner at DLA Piper Rudnick Gray Cary, works with growing companies and private investment entities. He is the only practicing attorney in the country to have completed the prestigious Kauffman Fellows Program and was named one of "Atlanta's Top Twenty Techies to Know" by the *Atlanta Business Chronicle* in 2002.

Clifford R. Michel is Of Counsel at Orrick, Herrington & Sutcliffe LLP. He counsels and litigates patent, copyright, trademark, and Internet matters for technology companies and clients in the financial services sector, and has managed the IP due diligence on a number of high-profile secured transactions in the music industry.

Thomas E. O'Toole is Deputy Director and Chief Licensing Officer of

the Centers for Disease Control and Prevention's Technology Transfer Office. At CDC, he has held a range of senior management positions, working for several Assistant Surgeon Generals. He is a voting member on the U.S. Department of Health and Human Service's Technology Transfer Policy Board.

Christine E. Savage, partner in the International Trade Practice Group of King & Spalding LLP, assists clients in a broad range of industries in ensuring compliance with U.S. export controls and sanctions laws. Previously she was an International Attorney with the Office of Chief Counsel for Import Administration of the U.S. Department of Commerce.

Stephen D. Sencer is Deputy General Counsel for non health care affairs at Emory University where he handles technology transfer, scientific research, and litigation. Previously he practiced as an attorney with King & Spalding in Atlanta and Williams & Connolly in Washington D.C, where he specialized in litigation and government investigations.

Todd Sherer, Associate Vice President for Research and Director of the Office of Technology Transfer at Emory University, focuses on finding ways to create value in university technology and to create mechanisms to fund the achievement of proof-of-principle milestones in biomedical research discoveries. Previously he was the Director of The Office of Technology and Research Collaborations at Oregon Health & Science University.

Jonathan Soll, Chief Counsel of Information Technology at Georgia-Pacific Corporation, is responsible for all IT legal matters including transactions, mergers, acquisitions and divestitures, and for the creation and management of IT policies, such as software compliance, e-mail, privacy, internet use and electronic monitoring.

Jack D. Todd, a partner at Morris Manning & Martin LLP, focuses his practice on intellectual property, technology law and licensing, and related enforcement and protection. He also helps companies develop strategies to leverage and improve their intellectual property, and enhance company valuation and market dominance.

Scott Wilkinson is Vice President and Chief Legal Officer at Atlanta Spirit, LLC, and Assistant General Manager/Basketball Operations for the Atlanta Hawks. He maintains responsibility for all legal matters and risk management for the Hawks, Atlanta Thrashers, HTPA Holding Company, Atlanta Hawks Foundation and Atlanta Thrashers Foundation.

October 23 & 24, 2006

Atlanta, Georgia

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Who Should Attend:

*In-house counsel, IP lawyers,
CIOs, CFOs, CPAs
and licensing professionals*

This Seminar Addresses:

- *Initial planning: establishing an overview of the deal as a planning mechanism for the work to be done*
- *Early stage technology and commercialization*
- *Sports marketing and celebrity endorsements*
- *Putting it online: content licensing and e-commerce*
- *Information technology transactions*
- *Collaboration with and exclusion of competitors: standards bodies, patent pools and antitrust issues in licensing transactions*
- *University technology transfers and government sponsored research*
- *Technology exports and imports*
- *IP/Tech due diligence for M&A and investment/VC deals*
- *Borrower and lender perspectives on securitization of intellectual property*
- *Managing the money*

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