



TECHNOLOGY / INTELLECTUAL PROPERTY

Luce Forward has long been part of the California high-technology community. We move in step with rapid developments in biotechnology, electronics and telecommunications, often taking the lead in finding creative legal and business solutions to the evolving needs of our clients.

Our clients include entrepreneurial start-ups, emerging growth companies, closely held businesses and many publicly traded and multinational corporations. They create, manufacture, license, distribute and sell computer hardware and software, telecommunications and satellite equipment and services, medical services, pharmaceuticals, biotechnology products and high-tech sporting goods.

Business Start-Ups and Corporate Governance.

We assist entrepreneurs and investors at all stages of new business formation and growth into mature enterprises. Our services include:

- Business formations and strategic planning.
- Tax planning.
- Executive compensation, stock options and employment agreements.
- Advising boards of directors, committees and officers on corporate governance issues.
- Mergers and acquisitions.
- Periodic securities filings, annual reports and proxy statements.

Corporate Finance.

Through our large network of venture capitalists and investors, we assist in identifying potential capital sources and structuring financing at every stage of growth. Our services include:

- Private placement documentation and offering memoranda.
- Public offerings of equity and debt securities (on behalf of issuers and underwriters).
- Negotiating and structuring debt financing.

Media / Entertainment.

Luce Forward lawyers regularly represent individuals and companies in all facets of the traditional media and entertainment industries. In particular, our attorneys have extensive expertise in the motion picture, television/cable/satellite, music and publishing industries. We provide a broad range of representation including entity formation, licensing and distribution of content, production finance, employment arrangements and the acquisition or sale of entertainment companies and/or their libraries of content.

> REPRESENTATIVE MATTERS

Technology Transfer and Intellectual Property.

We advise and represent clients on a variety of domestic and international intellectual property issues including:

- Acquisition, exploitation and enforcement of patents, trademarks, trade secrets, and copyrights.
- Licensing and technology transfer.
- Confidentiality programs to protect proprietary information and trade secrets.

\$130 Million Technology Acquisition.

We researched, negotiated and closed the entire transaction, including initial investigation, due diligence, agreement negotiation and closing, in less than two months. Luce Forward was responsible for all legal issues relating to technology, intellectual property and business matters.

Merger-Based Technology Acquisition.

We assisted a medical products company in growing from a start-up to a \$25 million merger-based acquisition target. We structured the resulting acquisition to allow the principals of our client to continue to use their patented technology in one field of use, while allowing the merged entities to use the technology to build a second medical products company.

Technology Merger.

Luce Forward assisted a client in acquiring exclusive access to a competitor's proprietary software-based technology. The resulting set of agreements provided for multi-million-dollar equity transfers, development loans, technology escrows as well as up-front and continuing contingent royalty obligations. As part of the due diligence, Luce Forward provided patent validity and infringement opinions for the technology.

Biotechnology Joint Venture.

When a biotechnology client needed assistance in moving DNA/RNA technology from the laboratory to the market, Luce Forward structured a joint venture to accomplish the product rollout. The \$30 million relationship included prototype and end-product development by the venture partner while setting pricing structures at the time of the agreement, thereby insulating our client from cost and development overruns.

Technology Implementation.

Luce Forward structured and negotiated a technology manufacturing agreement for a satellite technology company. The resulting agreement provided for a multi-million-dollar investment, technology cross-licenses and front-end pricing structures that accommodated development and manufacturing of products based on inventions developed after closing.

> **REPRESENTATIVE MATTERS**

Technology Spin-Off.

When the two principals of a \$20 million hardware and software instrumentation company decided to divide the business, Luce Forward was asked to structure the transaction. The resulting arrangement included a tax-free reorganization and the establishment of the new company. After a period of territorial exclusivity, the agreement allowed the resulting entities to develop new proprietary technology and provided for phased-in competition in world markets.

Television / Cable / Satellite Distributor.

We represented a distributor of programming worldwide via satellite, cable and television in its financing arrangements, acquisition of programming and distribution agreements.

Motion Picture Executive Producer.

We represented a major producer of motion pictures in its financing arrangements, hiring of production personnel and distribution of the pictures.