

**FUNDAMENTALLY IP****IP TRANSACTIONS**

---

**Intellectual property is just that – property.**

And like any asset, IP can be the subject of various contracts and agreements that share or transfer property rights and generate revenue. Inventors, startups, OEMs, research institutions, investors, suppliers, and distributors involved in IP development and commercialization need IP counsel who can efficiently secure patent, copyright, and trademark rights. They also need lawyers who can negotiate and execute transactions that mitigate risk and improve ROI. That's why they turn to JMIN.

IP transactions require three kinds of knowledge: legal, technical, and business. JMIN attorneys bring BigLaw experience to the negotiation table, helping clients navigate even the most complex deals and protect their interests. Our people also have technical and scientific backgrounds with masters and doctoral degrees and real-world work experience in traditional and emerging technologies. But it's not enough to know how to do deals and understand the subject matter; we understand the critical business considerations clients must address and help them make practical decisions that speak to their balance sheets and bottom lines.

**We Get IP Deals Done**

Our transactional know-how covers the entire IP lifecycle, from ideation to disposition, including:

- ◆ Research and development agreements.
- ◆ Technology transfers.
- ◆ Collaborations, joint ventures, and joint works agreements.
- ◆ In-licensing and out-licensing.
- ◆ Co-promotion, outsourcing, manufacturing, and supply contracts.
- ◆ Formation of IP holding companies and other entities.
- ◆ Non-compete agreements and restrictive covenants.
- ◆ Trade secret protection agreements.
- ◆ Strategic brand management.
- ◆ Trademark and copyright protection.
- ◆ Cross-border IP transactions.

JMIN represents individual, nonprofit, and academic clients, as well as venture capital funds, investment bankers, and financial institutions. We help them initiate, negotiate, and close the full array of IP transactions, ultimately boosting their cash flow, increasing liquidity and profitability, and maximizing overall IP value. Whether the client is a global giant, garage inventor, or fast-growth mid-market company seeking to go “next level,” we know how to safeguard opportunities to ensure their IP works for them now and into the future.

## **Establishing and Supporting New and Existing Portfolios**

JMIN partners with clients on strategies to track and maximize new, existing, and fast-growing IP portfolios. We manage portfolios that are often global in scale and require continuous mapping and analysis of patent, trademark, and trade secret risks, frequently negotiating licenses, joint development agreements, and technology transfers.

JMIN devises well-reasoned legal strategies that yield tangible results. We work with clients to establish best practices specific to their organizations and industries and are known for our responsiveness, in-depth analysis, streamlined communications, and bottom-line talking points.

## **Evaluating and Managing Risk Through IP Due Diligence**

An essential component of our practice is performing IP due diligence for M&A transactions and venture capitalist investment deals. We’ve created an exhaustive process for investigating IP assets and getting answers to questions such as:

- ◆ Are there ownership, regulatory, and compliance risks associated with the IP portfolios under scrutiny?
- ◆ Are the current IP assets valid and enforceable? What is their scope, and are they protected?
- ◆ Is public disclosure readily available?
- ◆ Is there freedom to operate in the field?
- ◆ Are employment agreements, restrictive covenants, and other contracts governing manufacturing, research, contractor, and consultant relationships in place to protect the company’s portfolio and provide the company with IP rights?
- ◆ Are there existing licenses or security interests?
- ◆ How litigious is the target industry over intellectual property disputes?

- ◆ Is the IP already in play, manufactured, or developable? Are there design-around opportunities?
- ◆ What specific features of the IP are valuable?
- ◆ Are there IP litigation concerns relating to company technology or IP, and what strategies address litigation concerns?
- ◆ What is the competitive landscape, and what IP strategies will guarantee a competitive advantage?

Where IP is controlled by a start-up and owned by another party, we assess the company's right to buy the IP, its obligations to the owner, and any underlying licensing and enforcement matters.

JMIN has the skill, insight, dexterity, and sheer depth of IP legal knowledge to assess the risks and value of your potential M&A transaction or investment. Our conclusions and recommendations following an IP due diligence investigation are straightforward, contextual, and easily understood.