

FUNDAMENTALLY IP

## M&A ADVISORY

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### **Merger and acquisition activity shows no signs of slowing, especially in sectors where target companies' values rely in large part on intellectual property portfolios and protected data.**

Parties on all sides of the transaction benefit from having experienced IP counsel investigate and advise on ownership, shared rights, infringement, monetization, and data security issues.

All of JMIN's attorneys are registered to practice before the U.S. Patent and Trademark Office (USPTO), and we scrutinize the details and relationships behind patents, copyrights, trade secrets, trademarks, domain names, and other proprietary assets central to M&A deals. Clients trust us to review all available IP information so they can consummate domestic and cross-border deals with peace of mind.

Besides reviewing USPTO records, conducting searches, and providing freedom to operate and enforceability opinions, we examine chains of title for IP assets and work with our clients to identify or correct any gaps or disparities. We uncover opportunities and risks, including potential claims and litigation, that enable buyers, sellers, merger partners, and investors to emerge from the due diligence phase with their eyes wide open.

Our attorneys pay close attention to other IP-related considerations, such as:

- ◆ Representations and warranties attached to intangible assets.
- ◆ Assignments, licenses, and ancillary documents.
- ◆ Transition services agreements.
- ◆ Portfolios comprising software code, business methods, and business data.
- ◆ Personal and customer data.
- ◆ Employee and contractor agreements.
- ◆ Deal structures offering the greatest potential to leverage valuable IP assets now and into the future.

We also analyze cybersecurity exposure in memoranda and other transaction documents and work seamlessly with third-party vendors to inspect code storage for open-source compliance and copyleft implications.

Like most good detectives, our attorneys use their investigative talents to accurately evaluate the portfolios and properties in play. But it's our vast subject matter expertise in various industries and across numerous technologies that distinguishes JMIN from other law firms. In fact, many firms and their clients choose us to handle IP due diligence because of our capabilities and competencies.

## **Representative M&A Advisory Matters**

- A corporate law firm retained JMIN to research and analyze a potential IP-related dispute for a leading international research equipment manufacturer looking to sell its business. We immediately delivered an estimate of the requested work (for a total fee in the low five digits) and generated formal memoranda suitable for transaction due diligence and notification to potential purchasers. We provided a comprehensive analysis of potential litigation, including the exact status of the patent with the USPTO and our informed opinion about the merits of the suspected claim and the probability of success. Because the basis of the dispute started overseas, we coordinated a similar examination with an affiliate to project the impact of litigation in Europe.