

## Practice Contact

Craig R. Auge  
614.464.5684  
crauge@vorys.com

## Software

Our attorneys regularly assist clients in a variety of software transactions related to their information technology needs – from development and customization to transfer by license or sale. We have worked with the key providers in the technology industry, know the relevant tools and applications, and have helped clients to exploit the innovations driven by the Internet and e-commerce. Our lawyers are proficient at crafting agreements for software development, implementation, and customization that are tailored to our clients' particular needs, including offshore software development. We help to structure milestones and testing procedures, identify critical specifications, and minimize the risk of runaway project costs. Our lawyers also assist our clients in understanding how software development implicates intellectual property rights, including copyrights, patents, and trade secrets. Licensees, developers, vendors, and distributors employ our services.

Our attorneys regularly prepare end-user software license agreements, including customized agreements, clickwraps, shrinkwraps, and application service provider (ASP) and Software as a Service (SaaS) agreements. We counsel clients regarding open source software license compliance, compatibility, and acquisition issues. We have negotiated software license agreements for a variety of applications, including enterprise resource planning (ERP) and customer relationship management (CRM) applications. Our attorneys help our clients understand key scope of use rights, license fee models, and hidden costs. We structure deal points relating to installation, configuration, maintenance and support, and source-code escrow.