



Software Licensing and Development

Computer software is an essential component of many of our clients' business activities. Our attorneys regularly assist clients in a variety of software transactions, from development and customization of software to its transfer by license or sale. Our lawyers 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.

We have negotiated software license agreements for a variety of applications, including enterprise resource planning (ERP) and customer relationship management (CRM) applications licensed by major industry vendors. Our attorneys help our clients who are licensees to understand key scope of use rights, license fee models, hidden costs, and appropriate methods of minimizing risks. In such engagements, we advise our clients on identifying and structuring deal points relating to installation, configuration, maintenance and support, and source-code escrow.

Developers, vendors, and distributors also employ our services. Our attorneys regularly prepare end-user software license agreements in all of the different forms they may take, such as customized agreements, clickwraps, shrinkwraps and application service provider (ASP) agreements.

In addition, our attorneys 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 key incentives and remedies with 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 different types of intellectual property rights, including copyrights, patents, and trade secrets.

We counsel clients regarding open source software license compliance and compatibility issues, and with respect to the impact of open source software being a part of technology assets being acquired.

In corporate acquisitions, mergers, and sale transactions, our

RELATED PRACTICES

- Copyrights
- Intellectual Property, Media, and Entertainment
- International
- Mergers and Acquisitions
- Patents and Inventions
- Trade Secrets and Confidentiality

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attorneys have helped our clients to identify, transfer, and obtain rights to key software systems and related intellectual property.