



MERGERS AND ACQUISITIONS

BRAND PROTECTION

For mergers, acquisitions, and asset purchases involving patents, technology, trademarks, copyrights or trade secrets, it is often beneficial to involve intellectual property counsel before completing the transaction to assist in addressing and evaluating intellectual property issues.

Barnes & Thornburg IP attorneys work as part of a team with other Barnes & Thornburg attorneys or the client's other representatives, to help plan, negotiate, and consummate business considerations and asset transfers. The earlier the IP attorney's involvement, preferably prior to signing the merger or asset acquisition agreement, the more assistance the attorney can provide.

The IP attorney may advise on the structure of a transaction as it affects IP, conduct due diligence, help to secure rights before closing, address client IP concerns, prepare terms or documents for closing, and ease the transition to the new owner. He or she can consult, prepare, or review opinions regarding validity of IP, 'strength- or scope of IP, freedom-to-use, clearance of products or trademarks, ownership, enforceability, value, and infringement, as appropriate to each situation.

When representing the Buyer, it is important that documents transferring title to IP assets be prepared by the Buyer's IP attorney to help ensure the recordability of the assignment documents in U.S. and foreign patent and trademark offices. The Barnes & Thornburg LLP attorney can also help ensure proper docketing of IP assets once closing has been completed.

Due diligence is a process to identify and gather information, verify, evaluate, assess risk and rewards, address issues, and add certainty. It provides a better understanding of the business, and the commitments, contingencies and the liabilities associated with it. The due diligence investigation is an opportunity to analyze any concerns, strengthen IP

Why Barnes & Thornburg?

Finding new ways to help clients identify solutions and new business opportunities, across industries, is at our core. We are, at times, more than lawyers, we are advisers bringing new ideas to light. We understand what keeps you up at night and work collaboratively to find practical and creative solutions, at the heart of business.

RELATED PRACTICES

Intellectual Property

Mergers and Acquisitions - Labor Issues

Mergers and Acquisitions and Private Equity

Mergers, Acquisitions, Joint Ventures and Healthcare Innovation

protection, and identify risk. An analysis of infringement, ownership, validity, and scope of protection may require thorough investigation.

Key issues to analyze are the adequacy and scope of protection, ability to use rights, and infringement.

Goals

- Identify IP that is Being Acquired, Sold or Used
- Determine Benefits/ Assess Risk
- Verify Ownership, Validity, and Enforceability
- Assess Value, Scope, and Coverage of Assets
- Address Concerns and Remedy Problems
- Minimize Costs of a Successful Transaction
- Determine Rights of Others that Affect IP or Business
- Minimize or Understand Risk and Post-closing Environment

Crucial factors are the strength and value of the intellectual property portfolio and the potential benefits and liabilities associated with the continued or proposed business using those assets. The strength and value of the intellectual property and the potential risk and liabilities associated with those rights and related products are important to consider in every transaction involving patents, technology, trademarks, copyrights or trade secrets.