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Technology Transactions & Services

OVERVIEW

Our technology transactions team combines acclaimed experience in technology procurement, corporate law, intellectual property, dispute resolution, and strategic sourcing, in a comprehensive practice focused on industry-specific issues and regulatory concerns. We appreciate how technology aligns with business strategies and we speak our clients' language, allowing us to bridge legal, business and technical needs and deliver results that work.

Market-Leading Deals

We represent clients worldwide across a wide spectrum of industries, with a strong focus in the financial services, hospitality, transportation, health care and retail sectors. The group's attorneys negotiate complex technology agreements of all stripes and also work on a high volume of corporate finance and joint venture transactions. Our extensive experience with technology contracts and licensing agreements empowers us to quickly identify benefits and risks for our clients, craft market-leading strategies, and close deals within tight budgets and timetables.

Technology Industry Experience

Because we work on such a large number and variety of transactions, we are attuned to industry-specific contract issues, and adroitly guide our clients through the risks associated with implementation and integration, acceptance testing, system configuration, service level agreements, transition planning, and other areas of exposure. We structure transactions for long-term growth, new sourcing, software and data licensing, infrastructure arrangements, and technology development projects. Whether negotiating a \$1.4 billion CRM outsourcing for a major wireless telecommunications company or advising on the legal and

CONTACT

Michael Kelber
Partner

mkelber@nge.com

D. (312) 269-5322

F. (312) 429-3580

Thomas McDonough
Partner

tmcdonough@nge.com

D. (312) 269-5282

F. (312) 578-4946



operational exposure arising from the latest cloud computing or machine learning based service offerings, we help our clients manage risk and prioritize business needs in sync with rapidly evolving market standards.

EXPERIENCE

Representative Experience

Outsourcing

- The \$220 million business process outsourcing agreement (including customer care, bill printing, remittance processing and back office work) for a large retail gas provider.
- The outsourcing of applications maintenance services, systems support services, data network services, and voice network services by a global hospitality company.
- The \$140 million business process outsourcing agreement for a large retail gas provider.
- The \$40 million outsourcing of customer care operations for a major retailer.
- The outsourcing of the finance and accounting functions for a major retailer.
- The \$1.4 billion outsourcing of the customer care and customer relationship management operations of a major wireless telecommunications firm.
- The outsourcing of desktop services, database administration, server administration, help desk, voice and video technology, WAN and LAN services and applications development and maintenance services for a multinational manufacturing company.
- The \$650 million outsourcing by a large, metropolitan county government of all of its IT and telecommunications functions.
- The outsourcing mainframe operations and maintenance for a global credit services company.
- The restructuring and consolidating offshore IT outsourcing relationships, and various additional outsourcing engagements, for a major financial services company.
- The outsourcing of support services for leading provider of web development software.
- The outsourcing in connection with an airport expansion project for a major city.
- The offshore outsourcing of business-critical software development work for a well-known creator and distributor of social expression products to several different foreign firms.

- The outsourcing of directory assistance services and telemarketing/telesales services for a major wireless telecommunications firm to several different vendors.
- The outsourcing of customer care and billing functions by a wireless telecommunications company.
- The drafting of standard form outsourcing and co-sourcing agreements for a major health care services provider and negotiation of agreements with initial customers.
- The outsourcing of software development and support services by a multinational financial services company to vendors located in India and the Philippines.

Enterprise Resource Planning (ERP) System Implementations

- The \$84 million SAP integration project for a large metropolitan school district in the south.
- The \$55 million SAP integration project with large, nationally recognized integrators for a leading wholesale industrial distribution firm.
- The \$40 million SAP integration project for a leading distribution and retail company.
- The \$22 million SAP integration project for a multinational utilities company involving work in several countries.
- The \$9 million licensing and integration of a SAP ERP system for a well-known county in a large Western state.
- The \$7.5 million licensing and integration of SAP ERP system for a leading paints and coatings company.
- The \$9.2 million licensing and integration of a CGI-AMS ERP system for a well-known county in a large Western state.
- The \$5 million licensing and integration of an enterprise resource system and related hosting services for a utility company.
- The \$4 million licensing, implementation and ongoing maintenance project involving a second-tier ERP system for a large window manufacturer.
- The licensing and integration of PeopleSoft ERP systems for both a large metropolitan school district in the South and for a health care group procurement services company.
- The subscription licensing and integration of an enterprise resource system and related hosting services for a manufacturer of automobile parts.
- Providing ongoing advice to various clients regarding support and maintenance issues and agreements with different ERP software vendors.

Security, Confidentiality, Privacy & Data Protection Issues

- Assisting a large utility to comply with several state security breach notification laws after one of its consultants lost a laptop containing names, addresses, social security and credit card numbers, and other sensitive personal information.
- Advising various clients on the application of the FACTA Red Flags Rule and creation of a complying identity theft prevention program.
- Assisting a premier hospitality company with payment card industry (PCI) compliance monitoring and reporting efforts.
- Counseling numerous clients with regard to unauthorized disclosures of confidential information via the Internet and other breaches of confidentiality and security incidents, including those arising in a large outsourcing relationship.
- Advising a client with a large Internet e-commerce portal with regard to security and confidentiality concerns relating to web crawlers, bots and other forms of automated website access and with regard to data encryption requirements and recommendations.
- Drafting privacy and security policies for websites of numerous clients in various different industries, including policies for complex, e-commerce-enabled websites, and for intranets and extranets.
- Advising a leading provider of technology solutions to automobile dealers and a financial services company with regard to data encryption requirements and other security and confidentiality issues relating to Internet transactions.
- Negotiating a multimillion-dollar secure access control agreement for state-of-the-art protection of facilities and systems of leading wholesale industrial distribution firm.
- Negotiating agreements for security penetration/intrusion detection testing and analysis by a nationally recognized consulting/accounting firm for leading wholesale industrial distribution firm.
- Negotiating an agreement for procurement of managed firewall services for a health care client that develops, markets and supports leading-edge solutions for patient billing and online account management.
- Advising various clients with regard to disaster recovery and data backup concerns and requirements in a broad array of technology-related deals.
- Drafting standard form confidentiality, nondisclosure and intellectual property rights assignment agreements for clients in different industries with their employees, subcontractors and service providers.



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- Creating internal security and confidentiality policies and procedures for a large health care enterprise, as well as for various other clients.
- Developing HIPAA compliance strategy for a large health care enterprise with various different hospitals, nursing homes and other health care business units, as well as for numerous other clients in the health care industry, both health care providers and service providers.
- Advising a financial services company with regard to compliance with Gramm-Leach-Bliley Act and other regulatory requirements relating to information submitted electronically by website users and others.
- Counseling software vendors, service providers and customers with regard to compliance with U.S. export regulations.
- Advising clients with regard to CAN-SPAM compliance.

Health Care Technology

- The \$80 million expansion of a software license and establishment of a hosted services arrangement for an electronic medical records system on behalf of a large integrated health care delivery network in the Midwest.
- The \$68 million software licensing and implementation services agreement for an electronic health record system of a complex, multi-hospital health system.
- The \$25 million licensing and implementation of a health information system for a large multi-entity hospital chain.
- Drafting and negotiating the various agreements associated with a RHIO implementation in the Northeast, including software licenses and services agreements; agreements with labs, hospitals and other data providers; and subscription agreements with individual physicians and physician groups.
- The \$67 million licensing and implementation of a health information system of major health care vendor for a multi-entity academic hospital medical center.
- The \$29 million acquisition of a health information system of a major vendor for large metropolitan county hospital.
- The \$8 million licensing and implementation of a transformational, hospital-wide health information system for a multi-entity hospital group.
- The \$7 million acquisition of a hospital-wide health information system, as well as server co-location and outsourcing services project, for one of the nation's top pediatric hospitals.



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- Licensing of emergency department information systems and integrated software solutions for the critical and high-acuity care units, as well as surgery and anesthesia departments, of various large hospitals and integrated delivery networks (IDNs) for a leading health care technology company.
- Licensing and implementation of a health information system for a not-for-profit community hospital.
- Creation of form ASP agreement for the provision of billing systems to neurosurgery-focused physician practice groups by a leading service provider.
- Creation of a laboratory services agreement for a hospital group to use in making laboratory services and related systems and software available to individual physicians and independent physician groups.
- Procurement of managed firewall services for a health care client that develops, markets and supports leading-edge solutions for patient billing and online account management.
- Licensing of software, and purchase of services, to create a system for the clinical staff of a large hospital group to use in bidding on work shifts.

Internet and E-Commerce Related Transactions

- Negotiating what the Wall Street Journal reported was the largest web hosting and development deal of that year with a nationally recognized vendor for a leading wholesale industrial distribution firm.
- Drafting and negotiating agreements associated with the formation and operation of an Internet portal that remains one of the busiest business-to-business e-commerce sites on the web, including in-bound and out-bound technology transfers, content licensing, co-branding and strategic alliance agreements.
- Advising with respect to the design of processes and system to facilitate electronic transactions for a leading provider of technology solutions to automobile dealers.
- Negotiating a joint development and marketing agreement for the hosting and delivery of professional examination preparation courses over the Internet for a Midwest university.
- Drafting a joint development and marketing agreement for the development and delivery of home schooling products and services.
- Preparing terms of use and privacy policy for the e-commerce-enabled website of major vendor of general contracting services to trade shows and conventions, as well as for numerous other clients in various industries.
- Drafting form agreements and negotiating various data and user agreements for an Internet provider of content and services regarding energy commodities trading, as well as for various other website operations.

IT Representative Matters

Outsourcing

- The \$220 million business process outsourcing agreement (including customer care, bill printing, remittance processing and back office work) for a large retail gas provider.
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- The \$140 million business process outsourcing agreement for a large retail gas provider.
- The \$40 million outsourcing of customer care operations for a major retailer.
- The outsourcing of the finance and accounting functions for a major retailer.
- The \$1.4 billion outsourcing of the customer care and customer relationship management operations of a major wireless telecommunications firm.
- The outsourcing of desktop services, database administration, server administration, help desk, voice and video technology, WAN and LAN services and applications development and maintenance services for a multinational manufacturing company.
- The \$650 million outsourcing by a large, metropolitan county government of all of its IT and telecommunications functions.
- The outsourcing mainframe operations and maintenance for a global credit services company.
- The restructuring and consolidating offshore IT outsourcing relationships, and various additional outsourcing engagements, for a major financial services company.
- The outsourcing of support services for leading provider of Web development software.
- The outsourcing in connection with an airport expansion project for a major city.
- The offshore outsourcing of business-critical software development work for a well-known creator and distributor of social expression products to several different foreign firms.
- The outsourcing of directory assistance services and telemarketing/telesales services for a major wireless telecommunications firm to several different vendors.



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- The outsourcing of customer care and billing functions by a wireless telecommunications company.
- The drafting of standard form outsourcing and co-sourcing agreements for a major health care services provider and negotiation of agreements with initial customers.
- The outsourcing of software development and support services by a multinational financial services company to vendors located in India and the Philippines.

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- The licensing and integration of PeopleSoft ERP systems for both a large metropolitan school district in the South and for a health care group procurement services company.
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- Providing ongoing advice to various clients regarding support and maintenance issues and agreements with different ERP software vendors.



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Technology Acquisition, Licensing and Distribution Agreements

- The negotiation of an infrastructure services agreement for one of the world's premier hospitality companies.
- The \$500 million procurement of technology and related consulting services by a major wireless telecommunications provider.
- The \$14 million procurement of a hardware and related services for a nationwide utility company.
- The \$12.5 million acquisition of technology and services by a large metropolitan county to establish a countywide wireless video and data network to be used by first-responders in emergencies, law enforcement personnel and for the prevention of and response to terrorism.
- The licensing of software to handle electronic member communications and relations for national, not-for-profit educational, research and professional society.
- The licensing of software and provision of services to Fortune 500 companies by a leading provider of Web development software.
- The licensing of project management software and provision of hosting services and outsourcing services in connection with an airport expansion project for a major city.
- The licensing of investment and loan evaluation software for a well-known investment firm.
- The evaluation of issues relating to open source code in various software licensing deals.

Security, Confidentiality, Privacy and Data Protection Issues

- Assisting a large utility to comply with several state security breach notification laws after one of its consultants lost a laptop containing names, addresses, social security and credit card numbers, and other sensitive personal information.
- Advising various clients on the application of the FACTA Red Flags Rule and creation of a complying identity theft prevention program.
- Assisting a premier hospitality company with payment card industry (PCI) compliance monitoring and reporting efforts.
- Counseling numerous clients with regard to unauthorized disclosures of confidential information via the Internet and other breaches of confidentiality and security incidents, including those arising in a large outsourcing relationship.



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- Advising a leading provider of technology solutions to automobile dealers and a financial services company with regard to data encryption requirements and other security and confidentiality issues relating to Internet transactions.
- Negotiating a multimillion-dollar secure access control agreement for state-of-the-art protection of facilities and systems of leading wholesale industrial distribution firm.
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- Negotiating an agreement for procurement of managed firewall services for a health care client that develops, markets and supports leading-edge solutions for patient billing and online account management.
- Advising various clients with regard to disaster recovery and data backup concerns and requirements in a broad array of technology-related deals.
- Drafting standard form confidentiality, nondisclosure and intellectual property rights assignment agreements for clients in different industries with their employees, subcontractors and service providers.
- Creating internal security and confidentiality policies and procedures for a large health care enterprise, as well as for various other clients.
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- The \$7 million acquisition of a hospitalwide health information system, as well as server co-location and outsourcing services project, for one of the nation's top pediatric hospitals.
- Licensing of emergency department information systems and integrated software solutions for the critical and high-acuity care units, as well as surgery and anesthesia departments, of various large hospitals and integrated delivery networks (IDNs) for a leading health care technology company.
- Licensing and implementation of a health information system for a not-for-profit community hospital.
- Creation of form ASP agreement for the provision of billing systems to neurosurgery-focused physician practice groups by a leading service provider.
- Creation of a laboratory services agreement for a hospital group to use in making laboratory services and related systems and software available to individual physicians and independent physician groups.
- Procurement of managed firewall services for a health care client that develops, markets and supports leading-edge solutions for patient billing and online account management.

- Licensing of software, and purchase of services, to create a system for the clinical staff of a large hospital group to use in bidding on work shifts.

Internet and E-Commerce Related Transactions

- Negotiating what the Wall Street Journal reported was the largest Web hosting and development deal of that year with a nationally recognized vendor for a leading wholesale industrial distribution firm.
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- Advising with respect to the design of processes and system to facilitate electronic transactions for a leading provider of technology solutions to automobile dealers.
- Negotiating a joint development and marketing agreement for the hosting and delivery of professional examination preparation courses over the Internet for a Midwest university.
- Drafting a joint development and marketing agreement for the development and delivery of home schooling products and services.
- Preparing terms of use and privacy policy for the e-commerce-enabled website of major vendor of general contracting services to trade shows and conventions, as well as for numerous other clients in various industries.
- Drafting form agreements and negotiating various data and user agreements for an Internet provider of content and services regarding energy commodities trading, as well as for various other website operations.

Information Technology Consulting Services

- The \$500 million procurement of consulting services and related technology by a major wireless telecommunications provider.
- The \$30 million acquisition of professional services and technology by a large metropolitan county to establish countywide, wireless video and data network to be used by first-responders in emergencies, law enforcement personnel and for prevention of and response to terrorism.
- Creating a standard form master consulting agreement and negotiating various consulting engagements for a large IT consulting services firm.



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- Procuring firewall and security related services for a health care client that develops, markets and supports leading-edge solutions for patient billing and online account management.
- Engaging professional services relating to transitioning from one data-warehousing vendor to another by a leading health care technology company.
- Drafting standard form consulting services agreements for a variety of clients from the perspective of the customers who are engaging service providers and negotiating these agreements in a wide variety of circumstances.