

**THOMPSON
HINE**

eBusiness & Emerging Technologies Services



ATLANTA

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NEW YORK

WASHINGTON, D.C.



About The Group

Thompson Hine's eBusiness & Emerging Technologies group unites experienced counsel from various disciplines around one central goal: helping businesses realize the opportunities and manage the risks of electronic and technological commerce. Our focus is on business success, guiding our clients as they develop, distribute and integrate new technologies into their competitive strategies.

We assist businesses in all stages of growth — from start-up enterprises to publicly held corporations — on matters involving intellectual property, public and private finance, government regulation, distribution and alliance arrangements, technology transfer transactions and corporate transactions.

eBusiness

Electronic communication and the internet offer growth potential for businesses that are able to innovate and adapt their practices to new channels. Even today, few tested or agreed-upon standards exist, and many companies forge ahead with eBusiness initiatives without considering the strategic and legal impact these actions could have on their businesses. We help them do better.

Emerging Technologies

Today's technology developments transcend electronic commerce, which is why our lawyers focus on more than eBusiness. Our lawyers have backgrounds in a wide range of technical and scientific disciplines, allowing us to work closely with our clients in emerging technology industries with a deeper understanding of their businesses.

Changes in technology and in its commercial applications cause related changes in the legal environment. We help our clients to capitalize on the opportunities for dynamic change and revolutionary growth and provide ongoing counsel as they navigate evolving business and legal frameworks.

We know this is your entire business, so we've dedicated our entire firm.

H e l p i n g today's
businesses realize opportunities
& *m a n a g e* risks...



Representative Services

Thompson Hine's eBusiness & Emerging Technologies lawyers have the knowledge and experience to face today's challenges and to help develop innovative solutions for your business issues.

We assist clients in transforming their ideas of eBusiness to new online services. Our extensive experience includes handling our clients' diverse needs, including:

- Corporate structure consulting and formation
- Capital formation
- Strategic alliance formation
- Intellectual property identification, protection and portfolio management
- eBanking counseling
- Domain name selection, clearance, procurement and litigation
- Online selling
- Securities regulation
- Distribution arrangement coordination
- Privacy counseling in conjunction with the Gramm-Leach-Bliley Act, the European Union Privacy and Personal Data Collection Directive, the Health Insurance Portability and Accountability Act (HIPAA) and other privacy-related laws and regulations
- Electronic communications policies
- Confidential business information and trade secret protection
- Web site development, contracting, negotiation, monitoring and control
- Software licensing
- Electronic data interchange consulting
- International law compliance counseling
- Tax planning
- Antitrust counseling
- Employee benefits consulting
- Insurance counseling
- Contract writing, including enforceable online contracts, web page creation and hosting and software implementation
- Criminal law in cyberspace

Representative Matters

Thompson Hine's eBusiness & Emerging Technologies group serves clients from a wide range of industries that depend on technology for their business success. Our clients include internet software developers, integrated manufacturers, national management consulting firms, major internet providers, telecommunications providers, financial institutions, insurance companies and electronic bill presentment and payment companies. Our eBusiness & Emerging Technologies lawyers collaborate with lawyers from our other practice groups to leverage their knowledge and experience and to bring the most appropriate legal team to address our clients' specific legal needs. Representative matters we've handled for these clients include the following:

General Corporate

- Represent internet-based provider of electronic bill presentment and payment, lockbox and archiving services to financial services providers, government and other organizations.
- Represent major internet software development companies in general corporate matters.
- Provide corporate structure counseling for companies establishing multiple industry-wide portals.
- Represent start-up venture for cross-market, high-level computer hardware.
- Represent incubator/accelerator ventures in start-up and initial financing stages.

Financing

- Represent seller of a major internet search site to a dot-com company.
- Represent investors in technology ventures.
- Solved capital formation issues for a company establishing multiple industry-wide portals.
- Represented a transaction-enabling application service provider in obtaining financing.
- Represent an industry-leading middleware developer in financing matters.
- Represent incubator/accelerator ventures in initial financing stages.
- Represented B2B internet company in connection with the issuance of senior, participating preferred stock to a venture capital fund.

Tax Issues

- Counseled on tax issues for a company establishing multiple industry-wide portals.
- Review multistate sales and use tax issues related to direct sales function (catalog, web store and telephone) for Fortune 500 companies.

Privacy

- Provide privacy counseling in connection with the European Union Privacy and Personal Data Collection Directive, HIPAA and the Gramm-Leach-Bliley Act.
- Provide privacy counseling on issues regarding data mining and electronic commerce activities.

Intellectual Property

- Protect intellectual property, including patent, trademark, copyright and domain names, of internet-based businesses as well as bricks-and-mortar companies embarking upon eBusiness.
- Represent industry-leading bioinformatics middleware developer in patent and trademark matters.
- Advise developing company in obtaining U.S. and international patent protection in an emerging technology area and assist the company in its technology development efforts through evaluating its competitors' patented technologies.
- Draft, negotiate and litigate intellectual property and technology licenses, domain name acquisition and protection, trademark, patent and trade secret matters.
- Counsel on the Digital Millennium Copyright Act and domain name issues.
- Develop electronic communications policies.

Antitrust

- Handle antitrust and distribution law issues arising between manufacturers and distributors acting on the internet.

Litigation

- Handle major Trade Secret and Economic Espionage Act litigation in software, hardware and materials industries.
- Handle computer contract and implementation litigation for national management consulting firms.
- Represent industry-leading middleware developer in its litigation matters.
- Prosecute software and business method patents for leading national financial services holding company.
- Litigate intellectual property and technology licenses, domain name acquisition and protection, trademark, patent and trade secret disputes.

We know this is your
entire business, so we've
dedicated our
entire firm...



eGovernment

- Work with government entities and associations to facilitate their transformation to electronic government.

Human Resource Issues

- Advise employers on computer, internet and e-mail policies; workplace privacy programs and policies; and stock options and other incentive-based compensation systems.

Emerging Technology

- Counsel technology vendors in developing and deploying technology opportunities.
- Advise developing company in obtaining U.S. and international patent protection in an emerging technology area and assist the company in its technology development efforts through evaluation of its competitors' patented technologies.
- Performed licensing and development agreements for leading edge Genomic Knowledge Platform technology.

General eBusiness

- Represent nationally recognized, NYSE-listed companies in their electronic commerce activities.
- Represent a health care company and software developer in converting their entire health care business to an internet-based operation.
- Negotiate and draft software licensing program for leading pharmaceutical company.
- Developed comprehensive e-mail marketing compliance strategy.
- Represent numerous publicly and privately held businesses in software acquisition and licensing.
- Represent B2B and B2C dot-com start-ups in fabricated metal products, food, media, print, construction, application services provider, knowledge management, motion picture distribution, computer hardware and other markets.
- Counsel Fortune 200, middle-market and start-up companies on web site design and e-commerce implementation strategies.
- Represent not-for-profit science museum in internet and distance learning undertakings.
- Represent publicly held industrial distributor in supply chain integration strategies.
- Negotiated marketing agreement for Application Service Provider-based online moving and relocation services.
- Negotiated strategic partnership/software license to provide ASP-based online account aggregation.
- Constructed alliance and licensing agreements for joint venture to provide real estate appraisal service.
- Constructed software development and licensing agreements for CD-ROM products.

Telecommunications

- Counsel multiple independent telephone companies on technology and regulatory matters.

Financial Services

- Negotiated exclusive multiyear marketing partnership agreements between banks and internet portals and online services.
- Represent major financial institutions in internet branding strategies and strategic alliances as well as in implementation of the e-Sign Act and Uniform Electronic Transactions Act.
- Negotiated multimillion dollar enterprise license for financial institution for its online banking software.
- Provide online agreements and privacy policies for financial institution's online payments service.
- Represented financial institution before Federal Trade Commission with respect to Federal e-Sign Act.

OUR CLIENT SERVICE PLEDGE

What Our Clients Can Expect From Us . . .

1. We will know your business.

We make it our business to understand your business. We will invest our time and resources to develop and maintain knowledge of the dynamics that impact both your industry and your organization. Understanding your business will help us provide better counsel to you.

2. We will plan our engagements with you.

We know that clients differ in their goals, risk tolerance and a variety of other factors that must be taken into consideration before work can begin on any matter. At the beginning of every significant matter, we will work with you to develop a plan to meet your strategic goals. By agreeing on a plan at the beginning—and adjusting it as needed—we will stay focused on what is most important to you.

3. We will manage your work as if we were the client.

We will work with you to manage your costs. We will staff every matter with the right resources, and we will manage the work as if we were the client—delivering the highest quality of service on time and in the most cost-effective manner.

4. We will be available when you need us.

We recognize that you often need to make swift decisions and act quickly. We will be ready to act for you when you need us, and we will make ourselves available wherever and whenever necessary.

5. We will communicate often.

Our goal is that you will never be surprised about developments in anything we are handling. We will provide regular updates on the progress of your matters, including all significant developments and changes to scope, timeline or budget.

6. We will provide the highest-quality counsel.

Above all else, we stand for the highest quality. Our lawyers, paralegals and staff take pride in the work they do. From the boardroom to the courtroom, you can count on Thompson Hine for the highest-quality service.

What Our Clients Can Do To Help . . .

1. We ask you to share your goals.

The more we know about your goals, the better we can manage our services to help you attain them. If your goals change as a matter progresses, we ask that you tell us, so we can adjust our approach to meet your expectations.

2. We want to know your preferences for working with us.

We ask you to tell us your preferred methods of communication, invoice and billing procedures, and anything else that is important to you, so that we can deliver our service the way you want it.

3. We need your feedback.

We want your feedback on our performance so that we can continue to meet and exceed your expectations.

About Thompson Hine

Established in 1911, Thompson Hine is a business law firm dedicated to providing superior client service. The firm has been recognized as one of the Best Corporate Law Firms in America in an annual survey of corporate directors conducted by *Corporate Board Member* magazine. With approximately 400 lawyers in offices in **ATLANTA, CINCINNATI, COLUMBUS, CLEVELAND, DAYTON, NEW YORK** and **WASHINGTON, D.C.**, Thompson Hine serves premier businesses worldwide, including:

AKZO NOBEL INC.

AMERICAN CHEMISTRY COUNCIL, INC.

AMERICAN STEAMSHIP COMPANY

EVERETT DENNISON CORPORATION

BUCKEYE POWER, INC.

CENTRAL GULF LINES, INC.

CENTRAL HUDSON GAS &

ELECTRIC CORPORATION

CH ENERGY GROUP, INC.

CHIQUITA BRANDS INTERNATIONAL, INC.

COLUMBUS ZOO AND

AQUARIUM/ZOOMBEZI BAY

CROWN EQUIPMENT CORPORATION

THE DAVEY TREE EXPERT COMPANY

DEVELOPERS DIVERSIFIED

REALTY CORPORATION

EATON CORPORATION

ENERGIZER/EVEREADY

EXXON MOBIL CORPORATION

FIFTH THIRD BANK

FORD MOTOR COMPANY

FORMICA CORPORATION

GOODRICH CORPORATION

THE GOODYEAR TIRE &

RUBBER COMPANY

THE HARTFORD

JO-ANN STORES, INC.

KEYCORP/KEYBANK

LEXISNEXIS

LIMITED BRANDS

THE LUBRIZOL CORPORATION

MEADWESTVACO CORPORATION

MILACRON INC.

MISSION ESSENTIAL PERSONNEL LLC

MORGAN STANLEY

NATIONWIDE MUTUAL

INSURANCE COMPANY

NETJETS INC.

NEWELL RUBBERMAID INC.

NORDSON CORPORATION

OFFICE DEPOT, INC.

PARKER HANNIFIN CORPORATION

POLYONE CORPORATION

PPG INDUSTRIES

THE PROCTER & GAMBLE COMPANY

R+L CARRIERS, INC.

S.C. JOHNSON & SON, INC.

SHELL OIL COMPANY

THE SHERWIN-WILLIAMS COMPANY

SOLVAY S.A.

STERIS CORPORATION

THE TORO COMPANY

VERIZON

WELLPOINT, INC.

WHIRLPOOL CORPORATION



2002 • 2005 • 2006 • 2007
2008 • RECIPIENT



Ranked as a Leading Firm
by Chambers USA • 2003 - 2010



Ranked as a Top 25 Firm for
Client Service • 2008 • 2009 • 2010

For More Information

For more information, send an email to AskUs@ThompsonHine.com or visit our website at www.ThompsonHine.com

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ATTORNEYS AT LAW

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