

# Providing comprehensive, sophisticated counsel to technology leaders

Maintaining a leadership position in competitive, dynamic industries like software and technology is always challenging. At Foley Hoag, our lawyers are dedicated to helping you meet this challenge. **Our goal is to become an essential partner to our clients in the software and technology industries.** We understand your business, and we've been involved in many important industry milestones. For example, we assisted our clients in the:

- Initial public offering of Cullinet Software, which became the first software company listed on the New York Stock Exchange
- Merger of Powersoft with Sybase, which was the largest merger in the software industry
- Merger of PRI Automation and Brooks Automation, creating the largest automation company in the semiconductor industry
- Acquisition of the defense and intelligence group of American Management Systems by CACI International, creating the largest publicly traded company devoted to providing information technology services to the United States Government

## How can we help you?

For each of our software and technology company clients, we provide a full range of legal services at each stage of their development. We welcome the opportunity to work with you.

## Our services

### General Corporate Counsel and Advice

As part of our partner relationship with our clients, we provide counsel on ongoing business matters, as well as for extraordinary issues that unexpectedly arise.

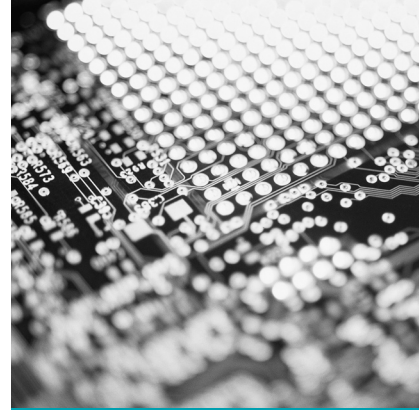
**We strive to apply our experience and legal skills in a way that adds maximum value to your enterprise.** Our clients reflect the increasing importance and influence of globalization; and our work often requires a global perspective and understanding of multinational issues.

### Venture Capital

We have the experience necessary to address, with skill, speed and efficiency, the full range of venture capital-related issues faced by our client companies. We are intimately familiar with the expectations of venture investors and the documentation of venture investments. Our extensive contacts among both venture investors and emerging companies permit us to provide substantial benefits that go beyond basic legal services.

## For information contact:

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This includes contacts and introductions or simply providing intelligence regarding how the “other side” thinks. For all of our clients, we take a practical attitude and strive to provide the highest quality services on a timely and efficient basis.

### **Securities and Corporate Finance**

We assist our clients at every stage of their development, from the formative stages of incorporation, private placements of debt and equity securities, public offerings and post-IPO transactions through reporting and compliance. For our public clients, we regularly provide sophisticated guidance on complying with securities regulation matters, including corporate governance, insider trading, public company reporting and disclosure, exchange and Nasdaq rules, equity and compensation plans. We work to guide our clients through their financing needs, so they can concentrate on growing their business and improving their products.

### **Mergers and Acquisitions**

Our goal is to provide you with comprehensive counseling for negotiated transactions, both large and small. We regularly assist our clients with a variety of transactions, including:

- Purchases and sales of public and private corporations
- Asset sales
- Divisional and product-line acquisitions and divestitures
- Management buyouts
- Corporate restructurings
- Leveraged acquisitions and related acquisition financings

### **Intellectual Property Prosecution, Transactions and Litigation**

Claims to exclusive ownership of a process, design or product often conflict with similar or related claims. Our intellectual property team is trained to help you at each stage of your intellectual property protection, including evaluating conflicting claims, providing counsel on strategies for resolving these matters commercially, or, when necessary, bringing litigation on your behalf

to establish rights. We know that there are times when a conflicting claim is best dealt with through licensing and other times when the issue is a zero-sum game. You can be sure that we will provide advice that considers all these issues.

### **Labor, Employment and Immigration**

Our long-standing strength in representing employers in labor relations and employment litigation defense matters is complemented by our experience in dealing with the emerging issues confronting employers in the 21st century. For example, in today's increasingly competitive environment we regularly provide counsel on immigration procedures, which can be complex and intimidating particularly in the post-September 11 environment. On behalf of our clients, we also handle a wide variety of other matters, including:

- Attempts to seek class-wide relief in wage-and-hour and other actions
- Efforts by unions to obtain neutrality and card-check agreements
- Increased efforts to control employment litigation costs through alternative dispute resolution, particularly arbitration
- Enforcement of non-competition agreements
- Sarbanes-Oxley investigations
- Claims for stock options and other employment benefits under ERISA and state wage laws
- All types of immigration issues
- Strategic personnel management advise