

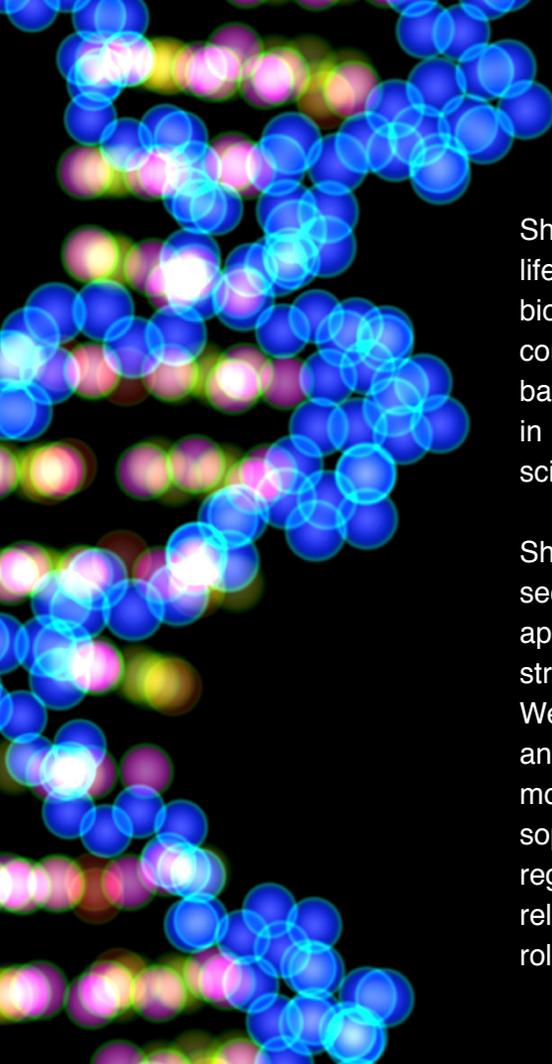
**IDEAS**

**INNOVATION**

**INGENUITY**

*forward thinking representation for advanced thinking clients . . .*

**Life Sciences**



## About the Firm

Shipman & Goodwin has a multidisciplinary team of attorneys who represent life science, medical product and healthcare technology companies, including biotechnology companies, medical device manufacturers, pharmaceutical companies, healthcare providers, tissue banks, software companies, investment banks and venture capital firms. Because our attorneys have backgrounds in business, finance, science, and healthcare, we understand the business, scientific, and regulatory issues facing our clients.

Shipman & Goodwin has sophisticated knowledge in a wide variety of industry sectors, and since our founding in 1919, we have offered a cross-disciplinary approach to legal services. Our size and location enable us to have a cost structure that provides our clients with efficient and high-value legal solutions. We are committed to our clients, to understanding their needs and priorities, and to producing practical and effective solutions to their legal issues. With more than 175 lawyers, the firm is large and diverse enough to handle the most sophisticated legal work, yet small enough that each client is important. We regularly represent clients in matters throughout the country. Our long-standing relationships are a matter of great pride, and we strive to achieve an ongoing role as counselor and business partner.

# Bioscience

We provide assistance to life sciences companies at every stage of development, from startup and emerging companies to late stage companies. We also work closely with special counsel on obtaining patents and FDA approvals. We also represent investment banks, venture capitalists, and other debt and equity investors in the industry. Our team can provide coordinated and efficient services to life sciences companies and other industry participants, including:

- business and governance
- venture capital, equity investments and institutional financing
- strategic alliances, joint ventures, mergers, acquisitions and divestitures
- risk analysis studies covering prosecution, licensing, and infringement opinions
- freedom-to-operate opinions
- tax and tax exemption
- intellectual property and trade secrets
- research, development and commercialization of products and services
- licensing and technology transfer
- regulatory and compliance matters
- sales, supply, marketing and distribution agreements
- facilities and real estate
- human resources and employee relations
- immigration



# Business Law

## BUSINESS AND FINANCE

We assist life sciences and medical device clients with the full range of their business needs. We help them organize, structure their ownership and governance and obtain capital. Our business and finance services include:

- choice of entity and entity formation
- buy-sell and voting agreements
- minority ownership rights
- board and committee matters
- capital raising and investments
- equipment leasing
- venture capital
- small business, seed and angel investment

## CORPORATE COMPLIANCE

We work with clients to implement comprehensive and effective compliance programs to guide companies and employees in conducting business ethically and in compliance with legal and regulatory requirements and industry standards. We regularly review, develop and implement programs that prevent and detect noncompliance. We are well versed in laws and regulations relating to fraud and abuse, antikickback, self referral, false claims, civil monetary penalties, payments to physicians, conflicts of interest and HIPAA and industry standards such as PhRMA and AdvaMed. We often respond to issues of noncompliance by conducting internal investigations and working with regulators.

## MERGERS AND ACQUISITIONS

We assist businesses with a wide range of strategic alliances, joint ventures, mergers, acquisitions and divestitures. Our clients pursue these transactions to consolidate industries, combine the strength of two companies, divest non-core businesses, achieve liquidity and transition ownership.

## TAX

We assist businesses with international, federal, state and local business tax and tax exemption matters. We also provide tax planning for structuring venture capital transactions (representing either the venture capital fund or the emerging growth company) and equity compensation.

# Intellectual Property and Trade Secrets

Our attorneys design and implement strategies to maximize, retain and safeguard the value of the goodwill and innovation, trade secrets and proprietary information represented in clients' intellectual property portfolios. We work with clients to establish protocols for the protection of these valuable assets and when the need arises, we are zealous advocates in the courtroom. Our attorneys employ a proactive, efficient and cost-effective strategy for the resolution of these disputes. We routinely prosecute restrictive covenant and misappropriation of trade secret matters, including injunction hearings with expedited discovery, and seizure of goods cases in federal and state courts throughout the country. We counsel clients throughout the intellectual property and technology life cycle. We register, maintain and protect our clients' trademarks, copyrights, domain names and trade secrets. We also advise clients with regard to:

We counsel clients throughout the intellectual property and technology life cycle. We register, maintain and protect our clients' trademarks, copyrights, domain names and trade secrets. We also advise clients with regard to:

- outsourcing
- non-disclosure agreements
- non-competition agreements
- consulting agreements
- proprietary rights and invention assignment agreements
- systems integration
- website development and hosting
- distance learning
- technology development
- research and development agreements
- technology transfer and licensing
- enforcement of intellectual property rights



# Product and Service Development and Commercialization

Our clients are always working to develop, protect, market and commercialize products and services. Our assistance to clients in these areas varies based on industry, but often includes:

- collaboration, research and development agreements, including with universities
- distributor, sales representative, reseller and channel partner agreements
- outsourcing and management agreements
- product purchase and sale agreements
- OEM, private label, supply and other customer agreements
- vendor agreements and supply chain management
- export controls and licensing matters
- contract disputes
- product warranty, recall and product liability claims
- class action and multi-district litigation
- antitrust, price fixing and trade regulation

# Regulatory and Compliance Matters

Our regulatory and compliance services include:

- advice on applicable state and federal laws and regulations
- response to governmental inquiries and investigations
- drafting and implementation of corporate compliance plans
- advice and training on various matters including fraud and abuse, financial relationships with health care providers, third-party payer reimbursement
- conflicts of interest and sunshine laws
- human research compliance
- advising IRBs



# International Trade Compliance and Enforcement



We help clients navigate U.S. export controls and economic sanctions by advising on export licensing issues, including the classification of products and technologies and the determination of licensing requirements and exception and exemption options for specific transactions. We also assist clients on U.S. Customs matters, including those relating to classification, valuation and country of origin issues, and we seek to identify duty savings strategies when doing so.

We work with clients in developing, implementing and auditing export and import compliance programs and taking corrective actions, including the submission of voluntary self-disclosures to U.S. government agencies, when necessary. In the event of a criminal investigation, we vigorously represent clients and ensure that their interests are effectively protected. We also conduct internal investigations into import, export, sanctions, Foreign Corrupt Practices Act and other issues.

# Human Resources and Employee Relations

Our goal is to help clients manage the legal risks associated with hiring, supervising and terminating employees, while following best management practices and complying with governmental requirements applicable to all aspects of the employment relationship. We emphasize preventive counseling, and offer training on subjects ranging from sexual harassment prevention to union activity. Our labor and employment attorneys have broad and deep experience in:

- employment discrimination
- wrongful discharge
- wage and hour matters
- workers' compensation
- unemployment compensation
- OSHA
- Family Medical Leave Act



# Immigration

Our full-service immigration practice works with clients to develop strategies for obtaining timely U.S. work authorization for foreign workers who are critical to the implementation of business plans and business realization goals. Our primarily employment-based clientele, includes nonprofit and for-profit scientific research organizations, health care institutions, engineering firms and financial firms making investments in technology.

We also assist clients with the following immigration services:



- preparing and filing nonimmigrant visa petitions (such as H-1B, O-1, L-1A, L-1B and J-1 visas) to permit foreign workers to work temporarily in the U.S.
- obtaining employment-based immigrant visas and national interest waivers (such as EB-1 visa preferences for multinational managers or executives, outstanding professors or researchers, and foreign nationals who have extraordinary ability and EB-2 visa preferences for members of a profession holding an advanced degree and foreign nationals who have exceptional ability) to enable foreign workers to work in the U.S. indefinitely, commonly known as a “green card”
- obtaining nonimmigrant visas and green cards for investors in U.S. companies
- obtaining U.S. citizenship for U.S. permanent residents and their families;
- advice on “best practices” to complete I-9 Employment Verification forms and to respond to an Immigration and Customs Enforcement (ICE) audit of such forms

# Life Sciences Partners

## BUSINESS AND FINANCE

**J. Dormer Stephen, Chair - (203) 836-2803 or [dstephen@goodwin.com](mailto:dstephen@goodwin.com)**

Dormer handles venture capital and private equity and debt transactions, mergers and acquisitions and general corporate matters. His practice involves the representation of Fortune 500 companies, private equity funds, emerging growth companies and investment banks in structuring, negotiating and documenting seed through later stage equity and debt investments, mezzanine financings, syndicated credit facilities, mergers and acquisitions, buyouts, rollup strategies, joint ventures, intellectual property transactions, work-outs and financial restructurings and general corporate matters. Constituent companies are in a broad range of industries including financial services, insurance, life sciences, media, software and telecommunications. He also represents public and private clients in an “outside general counsel” capacity. Roles include counseling on strategic initiatives (such as joint ventures, joint development projects and intellectual property licensing and collaboration), commercial contract matters (such as distribution and supply agreements, license agreements and employment agreements) and other general corporate matters (such as employment and severance matters, equity incentive plans, corporate governance, real estate matters and insurance matters).

**Donna L. Brooks - (860) 251-5917 or [dbrooks@goodwin.com](mailto:dbrooks@goodwin.com)**

Donna has 25 years of experience representing various businesses, including health care providers, tissue banks, physician practice management companies, medical device companies, health care informatics companies, dairy and natural food cooperatives, providers of smart grid technologies for utilities, architectural firms and various manufacturers. Donna advises businesses on organization, business operations and contracting, corporate governance, asset management, finance, raising capital, private and public offerings of securities, equity compensation, joint ventures and mergers and acquisitions. Donna also assists businesses in the development stage with research and development agreements, including sponsored research and consulting agreements with universities and their faculty and technology transfer offices. Donna also represents private investment funds and other financing sources that invest in bioscience and other portfolio companies.

**James C. Schulwolf - (860) 251-5949 or [jschulwolf@goodwin.com](mailto:jschulwolf@goodwin.com)**

James represents senior and mezzanine lenders, venture capital investors, SBIC's, private equity funds, hedge funds, emerging growth companies and private companies in financing, investment, leasing, acquisition, corporate, licensing and restructuring transactions. James regularly advises these clients with respect to structuring, negotiating, and closing complex transactions. He also advises clients with respect to distressed investments and the restructuring of existing investments and loans. He also represents senior lenders in complex commercial, asset-based, and acquisition financings; mezzanine lenders and hedge funds; SBIC's and venture capital funds; emerging growth companies; hedge fund, buyers, sellers and sponsors; and nanotechnology companies in corporate, licensing, joint venture, and capital raising activities.



## INTELLECTUAL PROPERTY



### **Glenn Cunningham - (860) 251-5722 or [gcunningham@goodwin.com](mailto:gcunningham@goodwin.com)**

Glenn Cunningham is the Chair of the firm's Business Litigation and Intellectual Property Practice Groups. Glenn represents publicly traded and privately held companies in intellectual property and technology cases throughout the United States. Glenn's trial practice includes the prosecution and defense of unfair competition, non-competition agreement, trade secret, trademark, patent and copyright cases. Glenn was a Lecturer in Law at the University of Connecticut School of Law teaching Trial Advocacy for nearly a decade. Glenn is currently a member of the Board of Directors for the Connecticut Technology Council.



### **Pat Fahey - (860) 251-5824 or [pfahey@goodwin.com](mailto:pfahey@goodwin.com)**

Pat practices in the areas of business and intellectual property litigation, representing clients in both state and federal courts in a variety of matters, including trademark, copyright, patent, unfair competition, and trade secrets cases. Pat has handled appeals before the U.S. Court of Appeals for the Second and Federal Circuits. His patent litigation experience includes assessing patent damage claims, early assessment of patent validity, enforceability and infringement, and all aspects of Markman proceedings.



### **Catherine F. Intravia - (860) 251-5805 or [cintravia@goodwin.com](mailto:cintravia@goodwin.com)**

Catherine practices in the areas of intellectual property, technology and information governance matters. She represents clients with respect to technology protection and agreements, trademarks and copyright protection and licensing, confidentiality agreements, e-commerce and related internet issues, software licensing, and information governance. She regularly counsels clients on intellectual property protection and licensing matters and on matters related to information protection, privacy, and security and e-discovery and information retention and destruction policies. In the information governance area, she has experience with personal information privacy matters, data breach notification requirements, written information security programs, records retention policies, and compliance with federal laws, state laws and related implementing regulations' privacy and information security requirements.

**Lee Anne Duval - (860) 251-5562 or [lduval@goodwin.com](mailto:lduval@goodwin.com)**

Lee Anne Duval focuses her practice in the areas of complex business and intellectual property litigation, representing clients nationally in both state and federal courts in all phases of litigation at the trial and appellate levels. Lee currently represents clients in a wide range of intellectual property litigation disputes, including those involving patents, trademarks, trade secrets, copyrights and unfair competition. Lee also advises clients on various intellectual property protection, licensing and related agreements. Lee's intellectual property counseling experience includes the licensing and assignment of patents and trademarks, the use of intellectual property in security agreements, intellectual property provisions in requests for proposals and transactional due diligence.



## **HEALTH CARE AND REGULATORY**

**Joan W. Feldman - (860) 251-5104 or [jfeldman@goodwin.com](mailto:jfeldman@goodwin.com)**

Joan represents health care providers in connection with health care, business, regulatory and administrative law matters. She regularly advises her clients on corporate governance, best practices, corporate and business issues and combinations, mergers, acquisitions, affiliations, joint ventures, physician/hospital strategic alliances; state and federal regulatory issues, including Medicare and Medicaid reimbursement, fraud, abuse, and Stark and Anti-kickback issues; corporate compliance, governmental audits and investigations; privacy and HIPAA issues, state and federal investigations relating to privacy breaches; information technology and software licensing; medical staff and credentialing matters; medical ethics and end-of-life issues; quality of care regulatory matters, developing quality improvement and assessment programs; and clinical research matters, including regulatory compliance and medical ethics.



**William J. Roberts - (860) 251-5051 or [wroberts@goodwin.com](mailto:wroberts@goodwin.com)**

Bill represents medical device companies, pharmaceutical companies, clinical laboratories, tissue banks and organ procurement agencies. Bill advises clients on contracting matters, employment and independent contractor agreements, accreditation, product reimbursement and regulatory compliance, including FDA, marketing, and data security requirements. In both the health care and life science contexts, Bill works extensively with clients on the development and implementation of compliance programs and responding to compliance incidents. He is often asked to conduct employee trainings, review and prepare compliance policies and procedures, and represent clients during privacy breaches and government inquiries of compliance programs and responding to compliance incidents. He is often asked to conduct employee trainings, review and prepare compliance policies and procedures, and represent clients during privacy breaches and government inquiries.





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289 Greenwich Avenue  
Greenwich, CT 06830-6595  
203-869-5600

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One Constitution Plaza  
Hartford, CT 06103-1919  
860-251-5000

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265 Church Street - Suite 1207  
New Haven, CT 06510-7013  
203-836-2801

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400 Park Avenue - Fifth Floor  
New York, NY 10022-4406  
212-376-3010

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300 Atlantic Street  
Stamford, CT 06901-3522  
203-324-8100

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1875 K St., NW - Suite 600  
Washington, DC 20006-1251  
202-469-7750

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[www.shipmangoodwin.com](http://www.shipmangoodwin.com)

