**LEX MUNDI GLOBAL TECHNOLOGY AND OUTSOURCING PRACTICE GROUP**

The purpose of the Lex Mundi Global Technology and Outsourcing (GTO) Practice Group is to enable Lex Mundi member firms to leverage the association to multinational clients, including joint business development with lawyers from several firms; assist each member firm in developing business by exchanging information on business development practices or jointly commissioning business development materials; and help each member firm improve its representation of clients by exchanging information on a) managing the practice and delivering services to technology and outsourcing clients and b) new services that could be offered to these clients.

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The Clayton Utz Intellectual Property & IT practice group is comprised of 19 partners and 60 lawyers.

Other Clayton Utz offices with lawyers in this practice group are located at:

**Adelaide**

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**Canberra**

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Collins VIC Australia

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Fax: +61 (0) 8 9481 3095

Sydney

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Fax: +61 (0) 2 8220 6700
PO Box H3, Australia Square,
Sydney NSW 1215 DX 370 Sydney
Australia

Clayton Utz is one of Australia's largest law firms and provides specialty advice in all of the major commercial areas of legal practice - see www.claytonutz.com for more details.

Special Areas of Expertise with Respect to Global Technology and Outsourcing:

- Banking
- Gaming
- Government
- Health
- Retail
• Telecommunications
• Transport

Relevant Transactions:

Banking

• We recently advised a **major Australian financial institution** in relation to the outsourcing of both IT and back office systems. This Business Process Outsourcing initiative was a major undertaking for the financial institution and required a good deal of innovative thought by the Clayton Utz team.

• We have advised one of **Australia's largest financial planning networks** in relation to its arrangements with a third party provider for the establishment and management of a range of wrap products and a wrap account platform. We also advised this bank in relation to its mortgage origination and servicing functions. This required the expert outsourcing and strategic alliance experience of our lawyers.

• We have been appointed by **National Australia Bank** on the outsourcing arrangements for a range of information technology and telecommunications services. The firm is required to provide a range of legal services in relation to this project, including drafting and negotiating a master agreement and a number of "sub-agreements" and providing detailed advice on overall strategy as well as various employment and industrial relations, intellectual property, risk management and project management issues.

• In successive stages since 2000, we have assisted, and continue to assist, one of **Australia's largest financial institutions** with the outsourcing of its information technology and telecommunications services in Australia and New Zealand to Telstra Corporation Ltd and Telstra's New Zealand subsidiary, Telstra Clear. We drafted and negotiated a Master Outsourcing Agreement between our client and Telstra and two "modules" to the Master Agreement for Desktop Services and Voice and Data Telecommunications Services. We provided a small dedicated team of lawyers to assist our client with preparation of the commercial and technical schedules to both Modules. Our workplace relations and taxation practice groups also provided a significant amount of advice in relation to the transfer of our client's employees to the service provider and taxation of redundancy payments.

> We continue to assist our client with advice in relation to contract management and project management issues and provision of training in basic legal issues for our client's project management personnel.

• Clayton Utz represented the **Suncorp Group** of companies and their predecessors for nearly a decade in its major IT and eCommerce banking, insurance, superannuation and investment technology projects. In recent years, we have assisted Suncorp in bringing its business on-line in a series of eCommerce technology initiatives including online retail and small business banking, online share trading, online
lending, online insurance, online superannuation, financial services aggregation (screen scraping), general online marketing and call centre/IVR systems. Advised on the acquisition and outsourcing (including joint ventures) of the back end systems as well as the legal framework surrounding the online service delivery and the customer relationship.

- Acted for Suncorp Metway in a joint venture arrangement with Hartley Poynton to provide on-line broking and on-line margin lending services to customers of Suncorp Metway. This includes utilising Hartley Poynton’s broking licence for the transactions and the lending facilities of Suncorp Metway and revenue sharing arrangements.

- We advised Suncorp Metway on the establishment of contractual arrangements with the supplier of its credit card processing system and services, including contract development and negotiations. We also developed and negotiated a contract for the supply of rewards program management services for Suncorp.

- We have acted for Mercantile Mutual (now ING), in relation to the drafting and negotiating of its whole IT outsourcing arrangement to IBM GSA, including difficult issues in connection with software licence assignments and subsequent ongoing advice and negotiations with respect to ING's joint venture with QBE and related restructuring and service issues

- Acting for Macquarie Bank, in relation to drafting and negotiating and re-negotiating of its whole of IT outsourcing to IBM GSA.

- Acting for Prudential (acquired by Colonial, in turn acquired by CBA), drafting and negotiating its whole of IT outsourcing to IBM GSA, and providing ongoing advice in respect of the rationalisation of Colonial's various IT outsourcing arrangements.

- Acting for St George Bank, in relation to the drafting and negotiating of a number of its IT outsourcing arrangements by St George Bank, in particular in relation to its hardware maintenance and support function.

- Advising WorldPay, a UK based multi-currency internet payment gateway on extending its service into Australia. Appointing an Australian strategic alliance partner, advising on the legal regulation of internet payment services, and advising on merchant agreements and software licence for its webstore application.

**Telecommunications**

- Advising Telecom New Zealand and AAPT in relation to its whole of group procurement with Alcatel, where Alcatel was appointed sole supplier to the Telecom New Zealand Group in a partnering relationship designed to ensure quality of services. This was a unique partnering arrangement in the telecommunications industry and involved the drafting of an umbrella TVR Outsourcing Agreement, Partnering Agreement establishing a governance framework and change management, Australian Master Business Case Agreement and Master Terms with template orders
for specific products and services. The agreements were drafted to provide flexibility and the ability to tailor the arrangements to suit specific projects and our client's evolving needs over the duration of the parties' relationship.

- We have advised **AAPT and Telecom New Zealand Australia** (TNZA) in relation to their obligations under, and in the renegotiation of, the Commonwealth Bank's (CBA) whole of Telecommunications and IT outsourcing agreement with TNZA. This has involved detailed and complex drafting and negotiation on behalf of TNZA which acts as an integrator of services balancing the customer requirements of CBA against third party supply contracts for supply of CBA's outsourced mobile network services, handset requirements and fixed line voice and data services.

- Acting for **AAPT** as outsourced service provider in the negotiation of CBA's whole of telecommunications outsourcing.

- We advised **AAPT** in relation to the outsourcing of AAPT's network operations and maintenance to Alcatel. This arrangement leveraged off similar arrangements between Alcatel and Telecom New Zealand. The arrangement involved the transfer of a significant number of key personnel involved in the design, operation and management of AAPT's telecommunications network and infrastructure. The operation of its telecommunications network is a critical business function and required extensive service level measurement and performance criteria with appropriate remedies and enforcement mechanisms.

- We have acted for both **AAPT and Telecom New Zealand** in the long term outsourcing of AAPT's internal IT platforms and hardware. In addition to the mainframe computer and servers, all desk top hardware and IT personnel were transferred to EDS in series of rolling transfers.

- Acting for **Network Appliance** in respect of the provision on network capacity and the transition of all server data to NetApp file servers, as well as the outsourcing to Network Appliance of the management of that capacity nationwide. This was documented in the form of a Master Purchase Agreement, with separate schedules for purchase/installation/performance service levels, transition and ongoing outsourced services.

- We recently advised **Infosys Technologies Limited** in relation to an agreement under which one of Australia's largest IT&T companies outsourced is Applications Development and Maintenance functions to our client.

**Health**

- We acted for **Mayne Group Ltd** in the recent sale of its hospitals business. In order to enable the transaction to proceed as contemplated, it was necessary for buyer and seller to provide each other with certain business critical information technology and telecommunications services. This required us to draft and negotiate a "Shared Services Agreement", effectively an outsourcing agreement with technical and commercial schedules, to give effect to these arrangements. In 2002, we negotiated
and drafted two similar agreements as part of the sale of Mayne's transport and logistics businesses to Linfox and Toll and recently concluded another in the context of a divestment of a business by our client Austrim.

- Acting for **Queensland Health** in its cutting edge Public Key Infrastructure project.

- Advised **HealtheCorp** on its eCommerce initiatives involving smart card applications for use in the health sector.

- Provision of an extensive report on the legal issues faced by **Queensland Health** in implementing Public Key Infrastructure (PKI) in the health sector. This report advised on evidence of identity (EOI) requirements and processes for issuing digital certificates, extension of existing PKI frameworks, key roles and responsibilities for public sector officers in the PKI, establishing procedures for the use of digital keys and certificates, satisfying requirements under State and Federal legislation and establishing procedures to deal with privacy, confidentiality and freedom of information.

**Transport**

- We continue to provide ongoing contract management advice to **RACV** in relation to its IT outsourcing agreement with NRMA, having assisted the client to draft and negotiate the agreement.

- We advised on the outsourcing of **Virgin Blue's** systems for internet holiday packages, including the website and call centre.

- We have advised on the outsourcing of **RACQ's** IT for call centres, including managing a dispute with the outgoing provider.

- We advised **Linfox** in relation to outsourcing the management of IT systems to Kaz, including managing the transition from the outgoing provider, IBM GSA.

**Government**

- We assisted **Education Queensland** in outsourcing the implementation and operation of a Managed Internet Service that supports 1400 state schools and other departmental sites spread throughout Queensland. This project, which was both strategically important and high value, required the ability to work to meet extremely tight timeframes, with the matter moving from initial briefing to execution of the contract in 16 business days.

- We are presently advising the **Queensland State Government** on a major government infrastructure project to establish a smartcard based driver licence for 2.5 million licence holders using a Public Private Partnership (PPP) model. Our role is to advise Queensland Transport on its legal strategy and risk management for the project. We are also engaged to assist through the procurement and engagement process.
• Currently advising the **Queensland State Government** in implementing the transition between arrangements for the supply of telecommunications services to the whole of the Queensland Government. These arrangements involved the acquisition of telecommunications services in excess of $100 million each year and the putting in place of arrangements for a private sector entity to facilities manage and liaise between telecommunications providers and government agencies for competitive supply of telecommunications services. We assisted the Queensland Government throughout a tender process to appoint the new facilities manager.

• **Maroochy Shire Council** - Advising the Council on a series of IT&T projects including the replacement of desktop systems, property, regulatory and financial management systems, the development of a spatial information system and the upgrade of its telecommunications network across the shire.

• **Department of Defence**: We advised Defence on the outsourcing of the national management of defence voice facilities including fixed line and mobile systems. After a parallel negotiations process, final negotiations with the Commonwealth service provider were conducted achieving very favourable terms for Defence.

• **Department of Foreign Affairs and Trade**: Adviser on a range of sale and leaseback transactions domestically and internationally for DFAT's Tempest security rated desk-tops and their maintenance. Similar arrangements for DFAT's PCs and Laptops.

• We advised **Australian Customs Service** on all aspects of their IT outsourcing project, which was one of the Commonwealth's most significant projects of its type involving challenging issues associated with legacy systems and applications development.

• Advising the **Queensland and New South Wales Departments of Transport** on implementing Integrated Smart Card Ticketing Systems for public transport in the Brisbane and Sydney Metropolitan areas. This has included advice on SmartCards, clearing house and privacy issues, and risk allocation between the various stakeholders. We also advised on the legal, commercial and contractual structuring of the project and evaluation of tenders, including advising in disputes coming out of the tender process.

• We recently advised the **Department of Corrective Services** in relation to the Integrated Offender Management System ("IOMS") Project, which involved the Department sourcing software development services from a panel of preferred suppliers. We assisted the Department to put in place a standing offer arrangement with each supplier. Under the arrangement, the Department can obtain quotes for each stage of the project, and proceed with a selected supplier using a GITC based contract.

• We are presently advising **Queensland Transport** on a major government infrastructure project to establish a smartcard based driver licence for 2.5 million licence holders using a Public Private Partnership (PPP) model.
• Advising the Queensland Government in implementing the transition between arrangements for the supply of telecommunications services to the whole of the Queensland Government. These arrangements involved the acquisition of telecommunications services in excess of $100 million each year and the putting in place of arrangements for a private sector entity to facilities manage and liaise between telecommunications providers and government agencies for competitive supply of telecommunications services. We assisted the Queensland Government throughout a tender process to appoint the new facilities manager.

• Advising on a joint venture between Queensland Rail and a university professor to develop and exploit a revolutionary form of locomotive transport. This included an intellectual property audit, joint venture agreements, establishing a special purpose company and advising on tax and structuring issues.

Gaming

• Advised Golden Casket Lottery Corporation (a Government Owned Corporation) on the development of specifications, procurement strategies, tender evaluation and contract negotiations, probity issues and clarifications, and subsequent implementation issues for replacement of Golden Casket’s lottery systems and implementation of new Instant Scratch-Its systems. This major systems integration project included the state wide roll out of terminals, implementation of winners circle cards and ensuring the legal requirements of the Queensland Office of Gaming regulation were met by the new system. It also involved establishing ongoing relationships with the Swedish, U.S., and Australian suppliers who supplied and continue to maintain the infrastructure.

Retail

• Currently advising Woolworths Limited on outsourcing the maintenance of its major IT systems to HP and the outsourcing of major software development to Indian company Tata Infotech.

• We advised Woolworths Limited in relation to its partnering arrangements with the Commonwealth Bank for Woolworths EzyBanking. This included advising on the issuing of an EzyBanking EFTPOS./credit card, advising on a rewards programme, advising on partnering arrangements that dealt with the technical issues associated with banking transactions being conducted by Woolworths, advising on privacy issues associated with sharing and use of the information between Woolworths Limited and Commonwealth Bank.

LAWYERS

Jeremy C. Charlston
Partner
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Admitted to Practice: 1970 - Queensland, Australia.

Education: University of Queensland: Bachelor of Laws

Principal Practice Areas:
- BPO Outsourcing
- Facilities Management
- High-Tech Acquisitions
- Intellectual Property
- IT (Out)sourcing
- Joint Ventures
- Privacy
- Span and Data Protection
- Strategic Alliances
- Technology Disputes
- Technology Transfer and Licensing

Practice Profile:
Jeremy is a Corporate Partner of Clayton Utz with over 30 years experience. He specializes in high-technology projects and transactions. He has extensive Australian and international experience representing major public and private sector clients in a wide variety of commercial contract models as part of his day to day practice, including complex corporate partnering systems, outsourcing arrangements, procurement projects, business and company acquisitions and sales, strategic alliance agreements and structures, distribution and franchising agreements, supply, services and requirements contracts, and intellectual property manager and commercialization projects.

Industry Sectors Represented in Client Base:
- Biotechnology
- Entertainment
- Financial Services
- Government
- Health
- Information Technology
- Lotteries and Gaming
- Marketing
- Media
- Sports
• Telecommunications

Recent Representative Outsourcing and Technology Transfer Transactions:

• Lead Partner in procurement of major Gaming System by Golden Casket, including licensing of associated lottery system for the issue and validation of Lottery tickets and licensing of instant scratch-its system for issuing and validation of Instant Scratch-Its

• Lead Partner in acquisition by Government agency, of high-technology services company, including extensive due diligence into contracts and standing offer arrangements with Government Departments and agencies, and advising on funding arrangements and Treasury approvals

• Advising RACQ on major computer system outsourcing dispute involving complex contract and technology issues, leading to acquisition of replacement system and supplier

• Advising major bank on its electronic banking platform and on major systems acquisitions and outsourcing and advising a range of other major Queensland organizations on negotiation of systems acquisitions and outsourcings.

• Advising national television station on a variety of highly complex shared facilities and outsourced portal agreements for the roll-out of its digital network and negotiating agreements for the provision of access to a number of other television and radio networks and communications carriers

• Lead Partner of the team which advised the State Government in implementing the transition from outsourced arrangements for the supply of telecommunications services to the whole of Government and involved advising on negotiations and billing disputes in winding down the outsourcer telecommunications facilities management arrangement and the appointment of a carrier as new facilities manager.

Other Cross-Border Transactional Experience:

• Advising on the structuring of Australia TradeCoast, the joint venture between Department of State Development, Brisbane City Council, Brisbane Airport Corporation and Brisbane Port Corporation.

• Lead Partner in negotiation of acquisition by USA energy company of major hydroelectric assets, reviewing and advising on a wide variety of complex outsourcing and other facilities management contracts, and developing solutions to complex contract structuring issues

• Advising a large local manufacturing enterprise on an international joint venture related to the construction of solar tower technology facilities, including teaming agreements and early stage research and development structures and the securing of intellectual property rights
• Advising USA corporation on acquisition of telecommunications billing system, intellectual property and software assets and transfer of key developmental personnel.

• Advising on sale to a French corporation of a major call centre for roadside assistance and medical recovery services.

**Professional Associations and Trade Groups:**
Australian Information Industry Association  
Brand Names Education Foundation  
Communication and Media Law Association  
International Bar Association  
International Trade Mark Association  
Licensing Executives Society  
Screen Production Association of Australia  
Society for Computers & the Law  
Computer Law Association  
The Intellectual & Industrial Property Society  
AusBiotech

**Recent Publications (within the past 3-5 years):**
Tendering by the public and private sector

**Recent Speaking Engagements and Panels (within the last three years):**
"Partnering & Alliances" - The Legal Interface  
Critical Issues in the new wave of outsourcing  
Commercially Savvy Seminar Series  
Intellectual Property Committee - Queensland Law Society

**JULIAN GYNGELL**  
**PARTNER**

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**Admitted to Practice:**  
1986 – New South Wales, Australia  
1989 – Victoria, Australia  
1991 – England and Wales

**Education:**  
Sydney University – Bachelor of Laws  
London University – Diploma of Intellectual Property Law
Principal Practice
Areas:
BPO Outsourcing
Dispute Resolution
Intellectual Property
International Joint Ventures and Other Strategic Alliances
IT Outsourcing
Mergers and Acquisitions
Offshore Outsourcing
Privacy and Data Protection
Public-Private Partnerships
Technology Transfer and Licensing

Practice Profile:
Julian has been involved with the IT industry for almost 20 years. He started his career working for I.C.L. in London in 1984-5. Since moving into private practice in 1986 he has worked in Sydney, Melbourne, London and Hong Kong. In each jurisdiction, IT-related projects have been an integral part of his practice, representing clients in both the public and private sectors, vendors/suppliers as well as customers, nationally and internationally. He is a very experienced negotiator having led negotiations many times with the IT industry’s major suppliers, including IBM, EDS, CSC, Sema, Siemens, Unisys and many others.

Industry Sectors Represented in Client Base:
- Consumer Products
- Government/Public Sector
- Healthcare
- IT Services
- Manufacturing
- Media
- Pharmaceuticals
- Technology
- Telecommunications
- Utilities

Recent Representative Outsourcing and Technology Transfer Transactions:
- Booking, ticketing and baggage handling system for a major international airline, March 2003
- Call-centre managed services for an international department store, April/May 2003
- Logistics and ERM/ERP project, software development and implementation for same department store, June 2003
- CRM software development and implementation project for an international consumer products company, August 2003
- Offshore outsourcing project involving the appointment of an India-based IT services company by Australia's premier telecoms company, October 2003
- Acquisition of Melbourne-based IT services company, December 2003
Other Cross-Border Transactional Experience:

**Middle East**

Origin International BV
- ERM implementation project in KSA for Saudi Aramco, 1998
- Joint Venture with local partner in KSA (including incorporation of SPV in KSA), 1999
- Business Purchase and Sale of JV partner in KSA, 2000

**Europe/EU**

Sema
- Czech Republic - implementation of telecom billing system software for RadioMobile

Cadence Design Systems Ltd
- Spain - 3G software development with Vitelcom, 1999
- Sweden - 3G software licensing and services with Ericsson, 2000/01
- France – company acquisition of Ateme SA, 2000/01
- UK/EU - IPO of services division of Cadence (as part of global IPO), 2000/01
- UK/EU – Software development agreement with IP Wireless for IPCELL 3G TDD System Software, 2001
- Finland - framework agreement with Nokia for 3G software development, 2001
- Germany - marketing and distribution of software/services with Hoschar GmbH, 2001/02
- Holland – EDA chip design technology transfer and licensing, financing arrangements, tax advice, corporate restructuring, with Philips, 2002.

**Asia/Far East**

Hutchison Whampoa/Orange
- acquisition of Hutchison's mobile network business in Hong Kong, due diligence, IP audit, negotiation of the purchase and sale documentation, 1999

Sema
- Hong Kong, Singapore and Malaysia - outsourcing project of Standard Chartered Bank's IT systems in Asia, 2000
- Japan - outsourcing project, including incorporation of JV Co in Japan, of ManuLife's IT systems in Japan, 2000

IBA (International Bank of Asia)
- HK - outsourcing of IBA's IT systems in HK, 2000

Astra International PT
- Indonesia - outsourcing with Astra's IT subsidiary, 2000
Professional Associations and Trade Groups:
International Trademark Association - Publishing Board
Licensing Executives Society - IT/e-commerce committee

Recent Publications (within the past 3-5 years):
1 July 2003
“Critical issues in 3rd-wave IT outsourcing” - Canberra Times

December 2003
“IT Business Partnering” - Managing Information Systems (MIS)

Recent Speaking Engagements and Panels (within the last three years):
Renegotiating IT Contracts - Masterclass, Singapore, 13 and 14 January 2004

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Demarest e Almeida

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Brazil
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Special Areas of Expertise with Respect to Global Technology and Outsourcing:
Wireless communications.

LAWYERS

JOANA PAULA CARDOZO
ASSOCIATE

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Admitted to Practice: 2003 – Brazilian Bar Association - State of São Paulo (OAB,SP)
Education: Catholic University of São Paulo Law School
Principal Practice Areas:
- Contracts
- Corporate
- Intellectual Property
- Internet/E-Commerce
- Privacy and Data Protection

Practice Profile:
I have been with Demarest e Almeida (in São Paulo - Brazil) since 2000. I am an associate in the Corporate Department, but I am also member of the Internet/E-commerce group of the firm. Our Corporate Department is composed by fourteen (14) and by thirty-three (33) associates. The Internet/E-Commerce department is composed by three (3) partners and ten (10) associates. The firm handles the most complex areas of law (Antitrust, Bidding Procedures, Biotechnology, Contracts, Criminal Counseling and Litigation, Environmental Law, Foreign Trade, Intellectual Property, Mercosul, Not-For-Profit Organizations, Oil & Gas, Infra Structure, Privatization, Real State, Regulatory, Sport, Strategic Alliances, Joint Ventures and Technology among others) as well as the traditional matters of corporate, commercial, banking and financial transactions, civil, tax and labor laws.

Industry Sectors Represented in Client Base:
- E-commerce
- Electronics
- Internet / Software
- Technology

Professional Associations and Trade Groups:
Brazilian Association of Information Technology and Telecommunications Law (ABDI)
Federation of Commerce of São Paulo State (Fecomercio)

Recent Publications (within the past 3-5 years):
11 April 2003
“Compulsory Licensing in Brazil” - Protecting your clients’ Intellectual Property & 1st Amendment Rights in the New Technology Environment compilation

11 March 2003
“Não há obstáculos para assinatura de contratos eletrônicos” [There are no obstacles to execute electronics agreements]- Revista Consultor Jurídico
[http://conjur.uol.com.br/textos/17364/]

September 24, 2002
“Monitoramento de E-mail: uma tendência mundial” [Monitoring e-mails: an international tendency] - Revista Migalhas

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Admitted to Practice: 1991 – Brazilian Bar Association - State of São Paulo (OAB,SP)
1991 – Brazilian Bar Association - State of Rio de Janeiro (OAB, SP)

Education: São Paulo University Law School - LL.B.
Getúlio Vargas Foundation - MBA/CEAG
New York University School of Law - LL.M.
School of Justices of São Paulo - Business Law
Getúlio Vargas Foundation Business Administration School - Coordinator and Visiting Professor (Post-graduation)
Legal Services Management Course and Joint venture Course.

Principal Practice Areas:
Corporate, Contracts and E-Commerce
Intellectual Property
Joint Ventures
Mergers and Acquisitions
Privacy and Data Protection
Strategic Alliances
Technology Transfer and Licensing

Practice Profile:
I have been with Demarest e Almeida (in São Paulo - Brazil) since the mid-80’s. I am a partner in the M&A and Corporate Department, as well as in the Intellectual Property and Contracts Departments, but I am also the head of the Internet/E-commerce group of the firm. Our Corporate Department is composed by fourteen (14) partners and by thirty-three (33) associates. The Internet/E-Commerce department is composed by three (3) partners and ten (10) associates. The firm handles the most complex areas of law (Antitrust, Bidding Procedures, Biotechnology, Contracts, Criminal Counseling and Litigation, Environmental Law, Foreign Trade, Intellectual Property, Mercosul, Not-For-Profit Organizations, Oil & Gas, Infra Structure, Privatization, Real State, Regulatory, Sport, Strategic Alliances, Joint Ventures and Technology among others) as well as the traditional matters of corporate, commercial, banking and financial transactions, civil, tax and labor laws.
Industry Sectors Represented in Client Base:

- Automotive
- Banking
- Beverage
- Chemicals
- Consumer Products
- Construction
- E-commerce
- Electronics
- Energy
- Food
- Health
- Internet/ Software
- Manufacturing
- Mining
- Pharmaceuticals
- Technology
- Telecommunications

Cross-Border Transactions Experience
Privatization in Brazil, Argentina, Portugal and general M&A involving Brazil, Latin America and other countries.

Professional Associations and Trade Groups:
São Paulo and Brazilian Associations of Intellectual Property (ASPI/ABPI)
Brazilian Association of Information Technology and Telecommunications Law (ABDI)
Inter-American Law Institute and Association of the Bar of the City of New York
Federation of Commerce of São Paulo State (Fecomercio)
Law Firms Center of Legal Studies (Cesa).

Recent Speaking Engagements and Panels (within the last three years):
November 28, 2003
“Communications Strategies and Management of Crisis to Corporate Protection” - Sebracorp 2003

October 24, 2003
“Strategic Planning and Marketing for Law Firms” - Consultor Jurídico

October 18, 19 and 20, 2003
“International Congress of Intellectual Property – Mercosul and Alca; São Paulo
Intellectual Property Association

June 4, 2003
“Modifications and Obligations in Managing and Drafting Agreements in the new Civil
Code” - International Business Communications Brasil (Informa Group PLC)
December 03 and 04, 2002
“Clarifying the Responsibility of Directors in Corporate Law and in new Civil Law” -
International Business Communications Brasil (Informa Group PLC)

May 15, 2002
“Company’s Privacy Polices and Monitor of Internet and E-mail” - Demarest e Almeida
Advogados; Clients’ Seminar

April 16, 2002
“Clarifying the Legal Questions regarding Electronic Privacy in Work Environment” -
International Business Communications Brasil (Informa Group PLC)

CLÁUDIO OLIVEIRA MATTOS
SENIOR ASSOCIATE

Location: São Paulo
Phone: (55 11)3888 1561
Fax: (55 11)3888 1700
Email: cmattos@demarest.com.br

Admitted to Practice: 1992 – Brazilian Bar Association - State of São Paulo (OAB,SP)

Education:
United Metropolitan Colleges Law School - LL.B.
Getúlio Vargas Foundation Business Administration School São Paulo - Continuing Education Diploma in Corporate Finance
University of São Paulo - Certificate in Molecular Biology
Franklin Pierce Law Center - Master, Intellectual Property (LL.M.)

Principal Practice Areas:
Biotechnology
Contracts and E-Commerce
Intellectual Property
Privacy and Data Protectio
Technology Transfer and Licensing

Practice Profile:
I have been with Demarest e Almeida (in São Paulo - Brazil) since 1996. I am a senior associate in the Contracts Department, but I am also member of the Internet/E-commerce and Intellectual Property Departments of the firm. Our Contracts Department is composed by five (5) partners and by fourteen (14) associates. The Internet/E-Commerce department is composed by three (3) partners and ten (10) associates. The firm handles the most complex areas of law (Antitrust, Bidding Procedures, Biotechnology, Contracts, Criminal Counseling and Litigation, Environmental Law, Foreign Trade, Intellectual Property, Mercosul, Not-For-Profit Organizations, Oil & Gas, Infra Structure, Privatization, Real State, Regulatory, Sport, Strategic Alliances, Joint Ventures and Technology among others) as well as the traditional matters of corporate, commercial, banking and financial transactions, civil, tax and labor laws.

Industry Sectors Represented in Client Base:
- Automotive
- Banking
- Beverage
- Consumer products
- E-commerce
- Electronics
- Energy
- Food
- Health
- Internet / Software
- Manufacturing
- Mining
- Pharmaceuticals
- Technology
- Telecommunications

Cross-Border Transactional Experience:
Legal internship at Arena Pharmaceuticals in San Diego, California in 1999.

Professional Associations and Trade Groups:
American Association for the Advancement of Science (AAAS)
New York Academy of Sciences (NYAS)

Recent Publications (within the past 3-5 years):
Summer 2000
“Reformulating Discovery for Biotechnology” - New York International Chapter News,
New York State Bar Association, number five of 6

Fall 1999
“New Technologies: Profiteering v. Apathy” - Germeshausen Center Newsletter,
Franklin Pierce Law Center’s Intellectual Property Newsletter

March/April 1998
“Justaposições como Invento Científico” [Juxtapositions as Scientific Inventions] - Biotecnologia Ciência e Desenvolvimento at 26-27 (Bio tecnologia ciencia e desenvolvimento, # 5)

April 8, 1998

1998

Canada - Manitoba
Thompson Dorfman Sweatman

The TDS Technology Law Group assists clients in addressing all of their technology-related legal needs, including, the acquisition, use, development, registration, licensing, protection, financing, enforcement and sale of knowledge-based assets. Lawyers practising in this area negotiate, prepare and review a wide range of technology-related agreements and policies ranging from software licences, development agreements, escrow agreements, distribution agreements, equipment leases and corporate policies relating to e-mail and Internet access by employees.

TDS has eleven lawyers who practice in this group as follows:

- Donald G. Douglas
- James A. Ripley
- Barry N. MacTavish
- Glen Agar
- Douglas J. Forbes
- Jeffrey A. Kowall
- Silvia de Sousa
- Karen Jarema Cornejo
- Lisa J. Stiver
- Elmer J. Gomes
- Michael C. Jason

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www.tdslaw.com
Special Areas of Expertise with Respect to Global Technology and Outsourcing:
Agriculture, banking, biotechnology, human resources.

LAWYERS

SILVIA DE SOUSA
PARTNER

Location: Manitoba
Phone: (204)934-2592
Fax: (204)934-0592
Email: svd@tdslaw.com

Admitted to Practice: 1994 – Manitoba, Canada
Trademark Agent

Education: University of Manitoba – Bachelor of Arts
University of Manitoba – Bachelor of Laws

Principal Practice Areas:
Intellectual Property
Joint Ventures
Licencing & Technology Transfer
Mergers & Acquisitions

Practice Profile:
Silvia de Sousa practices primarily corporate, commercial and intellectual property law. She has particular experience in biotechnology law and technology law. Supporting practice group capabilities include labour and employment, taxation and securities.

Industry Sectors Represented in Client Base:
- Agriculture
- Biotechnology
- IT Services
- Manufacturing
- Pharmaceuticals
- Pharmaceuticals
- Technology
Recent Representative Outsourcing and Technology Transfer Transactions:
Transactions in the biotechnology area involving licensing and investments.

Professional Associations and Trade Groups:
Canada Pension Plan/Old Age Security Review Tribunal (Chair)
International Trademark Association
LES
Manitoba Chamber of Commerce (Policy Committee Chair)
Portugese Canadian National Congress
Small Business Week (Steering Committee)
Winnipeg Chamber of Commerce
Women’s Enterprise Centre
Young Associates (Director)

Recent Publications (within the past 3-5 years):
Materials of the Law Society’s Continuing Legal Education Programs.

Recent Speaking Engagements and Panels (within the past 3-5 years):
Law Society Continuing Legal Education Programs

ELMER J. GOMES
ASSOCIATE
Location: Manitoba
Phone: (204)934-2353
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Email: ejg@tdslaw.com
Admitted to Practice: 2000 – Manitoba, Canada
Trademark Agent
Education: University of Manitoba – Bachelor of Science
University of Manitoba – Bachelor of Laws
Principal Practice Areas: Intellectual Property
Mergers & Acquisitions
Privacy and Data Protection
Technology Transfer and Licensing
Practice Profile:
Elmer J. Gomes practises primarily in the area of corporate and commercial law and has experience in technology issues, privacy matters and intellectual property including licensing and technology transfers. Elmer is an active member of Thompson Dorfman Sweatman’s Technology Law Group.

Industry Sectors Represented in Client Base:
- Consumer products
- Healthcare
- Manufacturing
- Pharmaceuticals
- Technology

Recent Speaking Engagements and Panels (within the past 3-5 years):
Various speaking engagements on federal privacy legislation and general Intellectual Property/Technology Issues.

Jamaica
Myers, Fletcher & Gordon

The Meyers Fletcher & Gordon Intellectual Property practice group is comprised of 3 partners and two associates. Supporting practice group capabilities include tax, labour and litigation.

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Kingston
Jamaica
www.mfg-law.com

PETER GOLDSON
PARTNER

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Admitted to Practice: 1988 - Jamaica
Education:  
University of the West Indies – LL.B.  
University of Oxford – B.C.L.  
Norman Manley Law – C.L.E.

Principal Practice Areas:  
Intellectual Property

Practice Profile:  
Peter S. Goldson practices intellectual property law including trademark enforcement as well as general commercial law and is head of the Intellectual Property Department.

Professional Associations and Trade Groups:  
International Trademark Association  
ITMA  
MARPUCS

Recent Speaking Engagements and Panels (within the past 3-5 years):  
Caribbean Commercial Law workshops

Japan  
Asahi Koma Law Offices

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New ATT Building  
11-7, Akasaka 2-chome  
Minato-Ku, Tokyo 107-8485  
Japan  
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Special Areas of Expertise with Respect to Global Technology and Outsourcing:  
Banking and securities business.

LAWYERS

KENJI KAWAHIGASHI  
PARTNER

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Email:  
kkw@alo.jp

Admitted to Practice:  
1990 - Japan
1997 – New York

**Education:**
The University of Tokyo – LL.B.
University of Illinois, Law School – LL.M

**Principal Practice Areas:**
Intellectual Property
Joint Ventures
Mergers and Acquisitions
Privacy and Data Protection
Technology Transfer and Licensing

**Practice Profile:**
Supporting practice group capabilities include M&A, finance, antitrust, tax, IP and insolvency.

**Industry Sectors Represented in Client Base:**
- Technology
- Manufacturing
- Pharmaceuticals
- Finance

**Recent Representative Outsourcing and Technology Transfer Transactions:**
Majority share transfer in an agri-related company, from a Japanese entity to a Thai client, and involving agri-related technology transfer (2003).

**Other Cross-Border Transactional Experience:**
Joint share transfer involving a Tokyo Stock Exchange listed manufacturer of audio-video products (2002).

**Professional Associations and Trade Groups:**
Daini Tokyo Bar Association
Japan Federation of Bar Association

**Recent Publications (within the past 3-5 years):**
June 2003
“Latest Changes to Japan’s Corporate Reorganization Law” - *Asian Legal Business*

August 2003
“More tension in Japan – financial institutions vs government” - *Asian Legal Business*

September 2003
“Amendment to the securities and exchange law of Japan” - *Asian Legal Business*

October 2003
“Nationalisation leads to rehabilitation for bank” - *Asian Legal Business*
December 2003
“Scope of private placements – expanded” - *Asian Legal Business*

January 2004
“Government bails out regional bank” - *Asian Legal Business*

**Recent Speaking Engagements and Panels (within the past 3-5 years):**
September 2003
“Insolvency Law in Japan” for Lex Mundi Bankruptcy and International Insolvency Practice Group Meeting (Lex Mundi Annual and North American Regional Conference; San Francisco)

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**Malaysia**  
**Skrine**

The Intellectual Property Department is divided into three main practice groups. The first is a large trade mark, patent and design registration practice, with an international as well as local client base and a wide network of intellectual property agents worldwide. The group also advises on the overall protection and management of intellectual property rights. In this regard, the lawyers act as IP consultants for their clients. The lawyers are all qualified Advocates & Solicitors and in addition some are qualified Registered Trade Mark Agents, Registered Patent Agents and Registered Industrial Design Agents who have rights of audience before various Registries of Intellectual Property, Registry of Courts and Courts in West Malaysia. The second practice group’s scope of work involves IP litigation and Alternative Dispute Resolution.

The third practice group is the IT & Telecommunications Practice Group which was established to meet the growing needs of clients who are involved in the ICT industry. The Practice Group comprises a team of 4 qualified lawyers with Charmayne Ong as the partner-in-charge.

Currently, the IP Department has a team of 16 qualified lawyers comprising 4 partners and 12 associates.

The other principal departments and practice groups in Skrine offer a comprehensive range of legal services which provide all the necessary support to the IT & Telco Practice Group in its outsourcing deals. Such legal services include those pertaining to labor and employment law, corporate law and conveyancing, financing, insurance law, etc.

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Wisma UOA Damansara  
50, Jalan Dungun  
Damansara Heights  
50490 Kuala Lumpur  
Malaysia  
Tel: (60-3)2094-8111  
Fax: (60-3)2094-3211
Special Areas of Expertise with Respect to Global Technology and Outsourcing:
No particular sector of expertise. Our experience covers a wide range of clients involved in various industries as set out under paragraph above entitled “Industry Sectors Represented in Client Base”.

**LAWYERS**

**CHARMAYNE ONG POH YIN**

**PARTNER**

**Phone:** (60-3)2094-8111  
**Fax:** (60-3)2094-3211  
**Email:** co@skrine.co

**Admitted to Practice:**  
1987 – Advocate & Solicitor of the High Court of Malaysia  
Registered Malaysian Patent Agent  
Registered Malaysian Design Agent  
Registered Malaysian Trade Mark Agent  
Domain name panelist for domain name disputes for MYNIC as appointed by the Regional Center for Arbitration, Kuala Lumpur, Malaysia.

**Education:**  
University College, London University – LL.B. (Hons.)  
Malaysian Certificate of Legal Practice

**Principal Practice Areas:**  
Intellectual Property  
- advisory work relating to Intellectual Property such as trade marks, copyright, design, patent, trade secrets, utility innovations, geographical indications and layout design of integrated circuits;  
- drafting and negotiations of intellectual property related contracts such as licensing, technology transfer, assignments, franchising, distributorships, contract manufacturing, etc.  
- liaising with the relevant government and regulatory bodies for registration of intellectual property and other related matters.

IT & Telecommunications Law
- advisory work relating to IT, E-Commerce and Internet legal issues including online privacy and data protection, Internet banking and online trading;
- drafting and negotiations of IT type contracts such as IT outsourcing, computer and software related agreements (e.g. hardware purchasing and leasing, software licenses; software distributorship agreements, hardware distributorship agreements, service-level and support agreements, hardware maintenance agreements, system integration agreements, etc.);
- drafting and negotiations of Internet-based and web-site agreements such as web-linking agreements, web-hosting agreement, web-development agreements, co-branding agreements, privacy statements and Internet legal disclaimers;
- drafting of online contracts such as terms and conditions of use of web-sites, e-commerce and Internet banking;
- advisory work in relation to domain names;
- advisory work relating to compliance and/or application for licenses under the Malaysian Communications and Multimedia laws;
- drafting of telecommunication based agreements such as interconnection agreements, service-level agreements, concession agreements, terms and conditions for access and use of telco-related services; etc.

Industry Sectors Represented in Client Base:
Wide range of clients in all areas of commercial and industrial activity which includes - banking and financial institutions, technology companies (i.e. IT solution providers, software vendors and hardware vendors), multimedia and telecommunications companies, pharmaceutical companies, manufacturers of industrial and consumer products, major luxury goods companies, multinational electric and electronic companies, major tobacco companies, international airlines, insurance companies, major chemical companies, etc.

Professional Associations and Trade Groups:
Congress of Fellows in the Center for International Legal Studies (Austria)
Licensing Executives Society Malaysia (LES)
Malaysian Intellectual Property Association (MIPA)
Malaysian Invention and Design Society (MINDS)

Recent Publications (within the past 3-5 years):
• Co-authored an article on E-commerce and Telecommunications in Malaysia which was published in a publication entitled “The New Project Finance for Asia” (Euromoney Publication).
• Co-authored an article on Intellectual Property Rights & Remedies in Malaysia which was published in a publication entitled “World Intellectual Property Rights & Remedies” (Oceana Publications)
• Co-authored an article on product liability in Malaysia which was published in an Australian publication entitled “Product Liability in the Asia Pacific, Second Edition”.
• Co-authored an article on product recall in Malaysia which was published in an English newsletter entitled “Product Liability, Advertising, Unfair Competition and Consumer Affairs, Volume 8 No.2”. This is a Newsletter of the Committee S (Products Liability, Advertising, Unfair Competition and Consumer Affairs) of the International Bar Association Section on Business Law.
• Co-authored an article on product recall in Malaysia, which was published in an Australian journal entitled “Australian Product Liability Reporter, Volume 11 No.7”.

USA - California
Morrison & Foerster LLP

Morrison & Foerster has 80 partners and associations practicing in the Business Department. Lawyers in this practice group are located in Tokyo, Singapore, Hong Kong, Shanghai, Beijing, San Francisco, Los Angeles, Century City (CA), Orange County (CA), San Diego, Northern Virginia, New York, Palo Alto, Denver, London and Brussels. Supporting practice group capabilities include litigation and dispute resolution (including arbitration and mediation), corporate (venture capital, securities), IP (patent and trademark), real estate, labor and employment, tax, regulatory, antitrust/marketing/distribution.

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Fax: 415.268.7522

Special Areas of Expertise with Respect to Global Technology and Outsourcing:
A range of expertise ranging from software and hardware, semiconductors, information technology (electronics, Internet, electronic commerce, and telecommunications, and nanotechnology) to life sciences (biotechnology, bioinformatics, health care, and medical devices) to entertainment and new media (motion pictures, television, music, and multimedia). Financial services (especially in outsourcing).
Relevant Transactions:

- **Sony Computer Entertainment.** Represented Sony in connection with the Sony group's $1 billion investment in new semiconductor fabrication lines, including its $325 million agreement with IBM for the development and supply of next generation PlayStation 3 chips.
- **Fujitsu.** Represented Fujitsu in the restructuring and expansion of its flash memory joint venture with AMD, resulting in the creation of a fully integrated stand-alone flash company with 7,000 employees and annual sales on formation of $3 billion.
- **Intel Capital.** Represented Intel Capital in its $125 million investment in Elpida Memory, a joint venture between Hitachi and NEC which is the world's fifth largest DRAM chip manufacturer.
- **Fujisawa Healthcare.** Represented Fujisawa Healthcare in its $68 million strategic partnership agreement for the co-development and Fujisawa Healthcare’s exclusive commercialization of Canada-based Cardiome Pharma Corp.’s proprietary intravenous antiarrhythmic agent RSD1235.

**LAWYERS**

**BENJAMIN HUGHES**

**ASSOCIATE**

**Location:** Tokyo

**Phone:** 81.3.3214.6522

**Fax:** 81.3.3214.6512

**Email:** bhughes@mofo.com

**Admitted to Practice:** Australia

**United Kingdom**

**Education:** Flinders University of South Australia – LL.B.

**Principal Practice Areas:** Intellectual Property

**Technology Transactions**

**Practice Profile:**

Ben Hughes is an associate in the Technology Transactions Group of Morrison & Foerster’s Business Department in the Tokyo office. He has experience in a wide range
of international intellectual property and technology transactions, including advising on software and other technology development and joint development agreements, IP assignments and licenses, content provision agreements, outsourcing arrangements, partnering arrangements, distribution and supply agreements and arrangements to protect confidential and proprietary information, as well as advising on patent, trademark and copyright matters in various contexts (including mergers and acquisitions, joint ventures, strategic alliances and other corporate transactions).

**Cross-Border Transactional Experience:**
Examples of Mr. Hughes' recent transactions include representing the venture capital arm of *Intel Corp.* (the world's largest semiconductor chip maker) in connection with its significant investment in Japan's Elpida Memory Inc. (a 50/50 joint venture of NEC Corp. and Hitachi Ltd.), among the world's largest manufacturers of Dynamic Random Access Memory (DRAM); representing *Toshiba Corporation* in its strategic alliance with M-Systems Flash Disk Pioneers for NAND flash-based data storage products; representing *Nikon Corporation* in its strategic alliance with Trimble Navigation Limited for surveying equipment; and representing *Advantest Corporation* (a leader in the manufacturing and sale of electronic measuring instruments, automatic test equipment, and electron beam lithography systems) with respect to various licensing and distribution arrangements with American companies.

**JAY PONAZECKI**
**PARTNER**

**Location:** Tokyo

**Phone:** 81.3.3214.6522

**Fax:** 81.3.3214.6512

**Email:** jponazecki@mofo.com

**Admitted to Practice:** A Gaikokuho Jimu Bengoshi, a member of the Dai-ni Tokyo Bar Association

**New York**

**Education:** Barnard College – Bachelor of Arts (Phi Beta Kappa and *magna cum laude*)

New York University School of Law – Juris Doctorate

**Principal Practice Areas:** Intellectual Property

Joint Ventures

Mergers and Acquisitions
Practice Profile:
Jay Ponazecki is a partner in the firm’s Business Department. A member of the New York Bar, Ms. Ponazecki has experience in a broad range of international business transactions, particularly in the fields of corporate finance, mergers and acquisitions, joint ventures, strategic alliances and technology and intellectual property matters. She has represented Japanese and foreign companies in the food, apparel, pharmaceutical, high technology and other industries in their international business transactions throughout North America, Europe and Southeast Asia. From December 1991 through August 1993, she was seconded to a Japanese law firm specializing in strategic alliances and cross-border licensing and financing transactions. Ms. Ponazecki received her B.A. degree, Phi Beta Kappa and magna cum laude, from Barnard College in 1984 and her J.D. degree from New York University School of Law in 1987. She is a Gaikokuho Jimu Bengoshi in Japan and a member of Dai-ni Tokyo Bar Association.

Industry Sectors Represented in Client Base:
- Consumer products
- Entertainment
- Healthcare
- IT services
- Manufacturing
- Media
- Pharmaceuticals
- Technology
- Telecommunications

Recent Representative Outsourcing and Technology Transfer Transactions:

**Licensing, Collaboration and Other Technology Transactions**

- Representing helloNetwork in the licensing of its Java-based, video streaming technology.
- Representing Kaken Pharmaceutical in a wide range of its licensing, collaboration and joint development agreements with American and European pharmaceutical companies, including in its global collaboration agreement relating to the research, development and commercialization of small molecule antifungal agents, its agreement relating to the marketing of a gout drug in Japan, its athrotec licensing agreement and its consulting services agreement relating to marketing authorizations in the European Union and the United States.
- Representing Kawasumi Laboratories in its medical device and other medical products development, supply and distribution agreements with American companies.
• Representing Kirin Brewery in a wide range of its licensing, collaboration and joint development agreements with American pharmaceutical companies and universities, including in its development and marketing agreement relating to an anti-cancer vaccine, its clinical research agreements and its distribution agreement concerning the distribution of a pharmaceutical product in Asia for use as a preparative regimen for blood and marrow transplantation.

• Representing Kowa in its license agreement relating to the manufacture and sale of pyridoximine in Japan, Taiwan, Korea and China.

• Representing Mochida Pharmaceutical in a wide range of its licensing, collaboration and joint development agreements with American and European pharmaceutical companies.

• Representing Nikon Corporation in its technology relationships for the development of a new digital camera.

Other Cross-Border Transactional Experience:

• Representing Nissin Food Products in its proposed acquisition, together with First Pacific Company Limited, of a 60% interest in Indofood (one of Indonesia’s five largest companies) for $570,000,000.

• Representing Nissin Food Products in its proposed acquisition of a majority interest in a noodle manufacturing company with extensive distribution channels in China.

• Representing Shidax USA Limited in its $45,000,000 acquisition of a majority interest in Bon Appetit, a California-based provider of food services to corporations and universities, as well as its subsequent sale of such interest to Compass Group, a large British catering firm, for $155,800,000.

• Representing a Tokyo Stock Exchange listed company in its bid to acquire a majority interest in a North Carolina-based biotech manufacturing company.

• Representing a Tokyo Stock Exchange listed company in its bid to acquire a majority interest in subsidiaries of The Siam Pulp and Paper Company Limited for approximately $250,000,000.

• Representing Indonesia Petroleum, Ltd. in its $250,000,000 acquisition of a working interest in an oil exploration project in the Kazakhstan sector of the North Caspian Sea.

Joint Ventures and Strategic Alliances

• Representing Fujitsu Limited in the formation with Advanced Micro Devices, Inc. of FASL LLC, a $3,000,000,000 company that combines Fujitsu’s and AMD’s world-wide flash-memory businesses.
• Representing Fujitsu Limited in the formation of a global alliance with NCR Corporation to design, develop and manufacture next generation ATMs and cash dispensers.

• Representing Fujitsu Limited in its joint venture with Microsoft and WebTV to establish an online Internet network in Japan accessible via television set top boxes.

• Representing GSI Holding in its strategic investment in Pyrograf Products, a manufacturer of vapor grown carbon fibers.

• Representing Gunze Sangyo, Inc. in its equity investment in and distribution relationship with Nano Graphite Materials, Inc., a developer and manufacturer of vapor grown carbon fiber composites known as “Pyrograf I”.

• Representing ITOCHU Corporation in the restructuring of its joint venture with Excite@Home for the provision of Internet search and navigation services in Japan and its acquisition of ownership in Japan of related Excite technology and trademarks.

• Representing Nippon Paper Industries Co., Ltd. in its minority investment in a Shanghai-based paper board manufacturing company and its provision of technical assistance to such company.

• Representing Razorfish in its joint venture with Sony to provide digital consulting services in Japan.

• Representing Sankyo Co., Ltd. in its strategic alliance with Metabasis Therapeutics, Inc. to develop new diabetes drugs, including Sankyo's acquisition of a minority interest in Metabasis.

• Representing SOFTBANK Finance Corporation in its joint venture with Cognotec Limited for the provision of foreign exchange trading services in Japan.

• Representing SOFTBANK Media & Marketing in its joint venture with WebMD/Healtheon to offer online medical advice.

**Professional Associations and Trade Groups:**
American Chamber of Commerce in Japan - Legal Services Committee (Co-Chair) and Privacy Task Force
Foreign Women Lawyer’s Association (President)

**Recent Publications (within the past 3-5 years):**
February 2002
Intellectual Property 2002 Global Counsel Handbook, chapter on Japanese trademark, domain name and other intellectual property laws and practices (co-author)

**Recent Speaking Engagements and Panels (within the past 3-5 years):**
February 2004
“Drafting Effective Arbitration Clauses: Key Issues to Consider”, presentation at the
“Alternative Dispute Resolution” seminar sponsored by Morrison & Foerster

February, 2004
“The International Transactional Prospective“, presentation at the “Intellectual Property
Protection in Japan: What you do not know can hurt you“ panel discussion presented by
the Kansai Chapter of the American Chamber of Commerce in Japan

June 2003
“Licensing, Collaboration and Other Technology Agreements: Seizing Opportunities for
Success and Avoiding Common Pitfalls”, presentation at the “International
Collaborations in the Biotechnology Century: How to Protect Intellectual Property
Rights and Maximize Value” seminar sponsored by Morrison & Foerster

USA - Georgia
Alston & Bird LLP

Alston & Bird lawyers collectively possess decades of experience advising Fortune 500
companies in their strategic outsourcing relationships. In transactions ranging from ING
Americas’ $600 million IT outsourcing to IBM, Sabre’s $2.2 billion IT outsourcing to
EDS, and International Paper’s HR outsourcing to Exult, we have been engaged in a
number of the marquee outsourcing deals of the last decade.

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Our lawyers represent clients in the full range of outsourcing transactions, including
infrastructure and applications IT outsourcing, as well as the sourcing of business
processes - from human resources to finance and accounting to logistics and other back-
office operations. Our transactions have been both domestic and global in nature, and
have spanned most major industries including, among others, financial services, media
and entertainment, telecommunications, transportation, manufacturing, and food and
beverage.

Alston & Bird has a large dedicated team of attorneys who regularly participate in
sourcing transactions. In addition, attorneys in our International, Tax, Real Estate,
Employee Benefits, Antitrust and Intellectual Property groups possess subject matter
expertise that, when combined with the experience of our deal lawyers, provides our
clients a complete legal solution to their sourcing needs.
Excluding subject matter experts covering such areas as labor and employment, employee benefits, Federal, state & local and international tax, intellectual property, etc., partners in Alston & Bird’s Outsourcing Practice include:

<table>
<thead>
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<th>Office</th>
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Our lawyers bring to each sourcing transaction a mix of market knowledge, business acumen and organizational capabilities that benefit the client in ways that a typical legal analysis never could. Alston & Bird lawyers work alongside consultants, investment bankers and other industry professionals to provide our clients the best possible legal and business solutions.

Unlike much of Alston & Bird’s competition in the sourcing world, we attempt to limit the adversarial nature of the negotiations; an approach that leads to a better deal and a more productive relationship once the negotiations have ended.
We have developed standard methodologies and tools that provide a significant head start in nearly every form of sourcing transaction. These tools and resources allow us to better manage the complexities of the sourcing process and help to educate our clients on the intricacies of sourcing transactions.

Our lawyers combine industry knowledge, transaction experience and practice style that provide our clients exceptional value in their sourcing initiatives. Few other law firms can offer their clients the same mix of legal and business skills.

Representative Transactions

Information Technology Outsourcing

Transportation Sector

- We represented Amtrak in the outsourcing of its information technology platform to IBM.

- We represented Sabre in the sale of its outsourcing business, and the related outsourcing of its information technology infrastructure to EDS.

- We represented Sabre in the negotiation of its outsourcing agreements with each of American Airlines and US Airways.

- We represented Sabre in its outsourcing pursuits with Continental Airlines, United Airlines, Air Canada, British Airways and Quantas.

- We represented Equant Network Services in connection with American Airlines’ outsourcing of its SabreNet network.

Financial Services Sector

- We represented ING Americas in the outsourcing of its information technology infrastructure to IBM.

- We represented ING Americas in the outsourcing of various software and related functions to Indian service providers.

- We represented UnumProvident in the outsourcing of its information technology infrastructure to IBM.

- We represented SI in the sourcing of certain applications and infrastructure development functions to vMoksha Technologies (India), with an exit strategy contemplating the establishment of an Indian subsidiary of SI.

- We represented a major financial services company in a Services Agreement with ePROFILE, Inc. in connection with the out-tasking to ePROFILE of a membership banking function.
• We represented *RBC Centura* in connection with the outsourcing of its Items Processing functions to EDS.

• We represented a super-regional bank in the outsourcing of its entire desktop support and services functions.

• We represented a major financial services company in the establishment of a joint venture entity (with TIBCO Software and Infosys Technologies) to build and operate an Internet-based employee portal service targeted to small- to medium-sized business customers.

• We represented a major financial services company in the establishment of a joint venture entity (initially with Ventro) to build and operate a B2B horizontal marketplace for the systematic sourcing of operating inputs, targeted to small- to medium-sized business customers.

**Telecommunications Sector**

• We represented *Genuity* in connection with AOL’s outsourcing of its modem network.

• We represented *Genuity* in connection with several services contracts with domestic telecommunications carriers.

**Retail Sector**

• We represented *The Coca-Cola Company* in the outsourcing of its Telecommunications Network to Equant Network Services, Inc.

• We represented *The Coca-Cola Company* in the outsourcing of its Internet and EDI bottler network to General Electric Information Services.

• We represented *The Coca-Cola Company* in the outsourcing of its desktop environment to Entex.

**Business Process Outsourcing**

**Transportation Sector**

• We represented *Travelocity* in the outsourcing of its call center operation to WNS.

• We represented *UPS* in its worldwide logistics outsourcing transactions with computer companies, including Compaq, IBM and Hewlett-Packard, and in other industries, such as General Electric Medical Systems.

• We represented *UPS* in the outsourcing of its accounts receivable function and, in a separate transaction, its credit card processing.

• We represented *UPS* in the outsourcing of various document processing functions with five service jurisdictions, including Ghana, Fiji, Guatemala, India and Mexico.
• We represented UPS in the outsourcing of its desktop support for its largest subsidiary.

• We represented a major international hotelier in the outsourcing of its worldwide human resources function.

• We represented a major travel-related services company in the outsourcing of its transaction processing for travel supplier bookings, reservations and related functions to Worldspan.

• We represented UPS in its outsourcing to Towers Perrin of a variety of human resource functions.

• We represented a national emergency roadside assistance provider in the outsourcing of its call center to a Canadian entity.

**Financial Services Sector**

• We represented Providian Bancorp in the outsourcing of its back office credit card operation to Total Systems Services, Inc.

• We represented a worldwide financial services company in its out-tasking of several call center and back-office functions to several Indian vendors.

• We represented Atlantic Trust (a division of AMVESCAP) in the outsourcing of accounting, asset administration and IT services to State Street.

• We represented a public financial institution in connection with the renegotiation of its debit and credit card processing services agreement with Total Systems, Inc.

• We represented a public financial institution in the outsourcing of its check imaging and electronic storage business to Viewpointe Archive Services.

• We represented a public financial institution in the outsourcing its stored value card processing services to WildCard Systems, Inc.

• We represented a public financial institution in the outsourcing of its plastics and magnetic value card processing with Personix Card Services.

• We represented a major financial services company, partnering with an instrumentality of the United States, in outsourcing the entire back office processing of loan/credit applications and approvals and preparation of closing documents to a subsidiary of EDS.

**Healthcare Sector**

• We represented the principal subcontractor to CSC Healthcare in CSC’s bid to manage all Medicaid processing for the State of New York.

**Manufacturing Sector**
• We represented International Paper in the outsourcing of its human resource function to Exult.

**Media and Entertainment Sector**

• We represented a major media company in the outsourcing of its Information Technology Platform and its back-office fulfillment processes to a tier 1 service provider.

• We represented a major media company in the outsourcing of its entire digital delivery network for its affiliates and corresponding customer support processes to a tier 1 service provider.

**Education Sector**

• We represent a private college in its exploration of a potential restructuring and outsourcing of back-office functions to an affiliated entity.

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**LAWYERS**

**JAMES E. (JIM) MEADOWS**

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Admitted to Practice:  
1988 – District of Columbia  
1989 - Georgia  
1987 - New York

Education: Wake Forest University (J.D. 1986)

Principal Practice Areas:  
Application Service Provider (ASP) Relationships  
BPO Outsourcing (all areas, including HR, F&A and Logistics)  
Electronic Commerce  
Information Security  
ITO  
Offshore Outsourcing  
Technology Transfer/Licensing  
Transformational Outsourcing and Related Strategic Alliances

Industry Sectors Represented in Client Base:  
• Energy
- Financial Services (including insurance and banking)
- Healthcare
- IT Services
- Media
- Technology
- Telecommunications
- Transportation
- Travel

**Professional Associations and Trade Groups:**
Technology Law Section of the State Bar of Georgia (Past Chair)
Sourcing Interests Group
Computer Law Association

**Recent Publications (within the past 3-5 years):**

**Recent Speaking Engagements and Panels (within the last three years):**
Speaker, “Are You Ready to Outsource HR?” Technology Association of Georgia HR Special Interest Group (Atlanta 2004)

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Principal Practice Areas:
Intellectual Property
Joint Ventures
Mergers & Acquisitions