

IP Due Diligence in Mergers & Acquisitions

Steve Tapia
Jim Young

DUE DILIGENCE

DUE DILIGENCE =

The Process of

- Gathering Information, and
- Accessing the Merits, Issues and Risks associated with a Business Transaction

CARFAX

VEHICLE HISTORY REPORTS

The screenshot displays the CARFAX website interface. At the top, there are three overlapping report preview cards. The front-most card is titled "CARFAX Vehicle History Report" and features a list of vehicle history items with status indicators (checkmarks or X's). A cartoon fox mascot wearing a "CAR FOX" shirt is positioned to the right of the list. Below the list is a "Price Calculator" section with input fields for "Retail Value" (set to \$0) and "Trade-In Value" (set to + \$60), resulting in a "Net Value" of \$60. Below the calculator is an "Ownership History" section with a table of previous owners.

Year acquired	Year disposed
2007	2007
2007	2007
2007	2007
2007	2007
2007	2007
2007	2007
2007	2007
2007	2007
2007	2007
2007	2007

See a [Full Sample Report](#) ▶

From: Amos Dhutu <dramosbaladhutu@yahoo.com>
Sent: Saturday, August 18, 2001 8:42 AM
Subject: Very Urgent

Dr. Amos Baladhutu
104 Ikoyi Lagos, Nigeria

Dear Sir,

Your esteemed address was reliably introduced to me at the Nigeria Chamber of Commerce and Industry in my search for a reliable individual/company who can handle a strictly confidential transaction which involves the transfer of a reasonable sum of money to a foreign account.

[Learn More](#)

E-MAIL SCAM



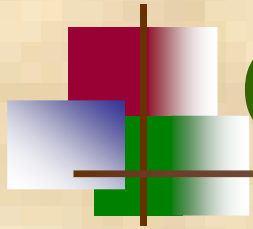
Home Purchase Due Diligence

- Title Search
- Inspection
- Survey

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Overview of IP Due Diligence

- Approach:
 - Identify IP assets
 - Catalog 3rd-Party Software
 - Assess license compliance and other risks
 - Provide remediation options
 - Escalate issues to key stakeholders
 - Accomplish pre-close remediation

Typical Acquisition Workstream



Phases - IP Due Diligence Process

- Planning
- IP Asset Inventory & Preliminary Investigation
- IP Analysis & Remediation Planning
- Remediation Process
- Post-close Integration

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- **Planning**
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How long do we have to
complete due diligence?

Who will be program managing the due diligence process?

Under the time constraints imposed by the schedule, how much can be spent on any additional resources necessary to accomplish the legal due diligence?

Phases - IP Due Diligence Process

- Planning
- IP Asset Inventory & Preliminary Investigation
- **IP Analysis & Remediation Planning**
- Remediation Process
- Post-close Integration

Phases - IP Due Diligence Process

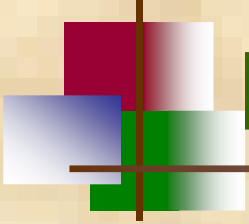
- Planning
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Overview of Key Tasks in IP Due Diligence For An Acquisition

- Assemble Virtual Team: Legal, Finance, Business, Technical Leads
- Before “Approval to Negotiate”
 - Preliminary assessment of key technical and IP risks
- Confirmatory Due Diligence
 - “Deconstruct” technology assets
 - 3rd-Party Software / OSS assessment
 - Security and privacy assessment
 - Architecture and design assessment
 - System design, scalability, supportability, maintainability
 - Detailed risk analysis and mitigation
 - Remediation planning, execution, verification
- Post-Close
 - Product and technology integration/transition
 - Compliance engineering to enable usability

07:09 CDT
07/31/08



12:09 UTC
07/31/08

Max reflectivity 62 dbZ
Vol. cor. pattern 12

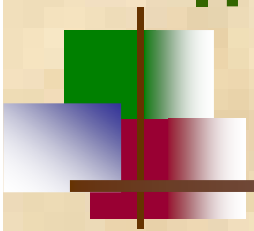


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