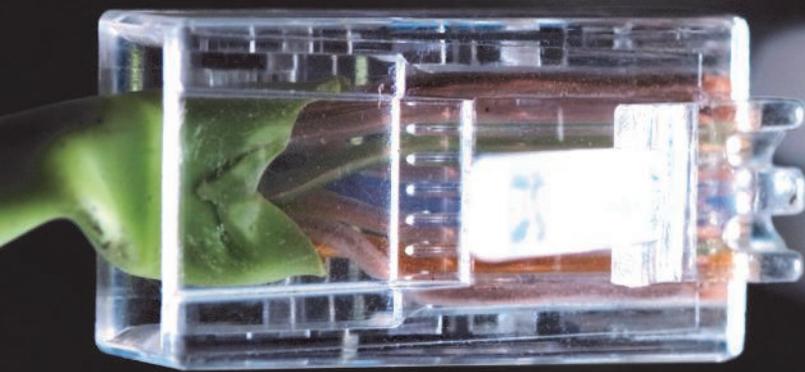


# Technology Advisory Services





## Overview

LB3's attorneys have unparalleled experience structuring and negotiating agreements for the purchase, implementation, management, design and integration of systems, custom applications, and business processes on behalf of large enterprise clients. While clients usually seek LB3's assistance on complex transactions, we are also engaged to review and negotiate more routine technology contracts (e.g., equipment purchase agreements, software licenses, hardware and software maintenance contracts, and amendments/extensions of existing contracts).

Our strength flows from knowledge of business and technology as well as the law. Because our lawyers understand the priorities, motivations and technologies that drive business, we go beyond the "terms and conditions" of agreements to assist clients in the development of critical documents such as statements of work, service level agreements, pricing schedules, information security requirements, and asset transfer arrangements. We focus on the keys to our clients' business and technological success, not just arcane legal principles.

Our experience also shortens procurement cycles, eliminates "on-the job" training, and frees up in-house legal resources. Our efficient staffing and relentless focus on value-based results makes sourcing the legal aspects of even routine tech transactions to LB3 more cost-effective for clients than keeping the work in-house.

## Enabling Cloud Computing Initiatives

LB3 has been at the forefront of large enterprise public and private cloud computing engagements (including software as a service, infrastructure as a service, platform as a service, and service management as a service). LB3's technology lawyers advise enterprise users during cloud computing strategy development, sourcing and contract negotiations.

Many of the issues that arise in cloud deals are common to other technology transactions. There are, however, several risks that are greatly heightened or unique in cloud environments, and enterprises must take care to address them appropriately in service agreements. Navigating these risks by bringing to bear our extensive experience, LB3 assists its clients in negotiating extensible contracts that support both current and future cloud computing initiatives.

## Structuring Complex Managed Services and Outsourcing Deals

LB3 is routinely engaged as lead counsel in matters related to IT outsourcing, managed network services, hosted communication solutions, Enterprise Resource Planning (“ERP”) software, data centers, global managed infrastructure services, content delivery network services, and managed security services. Some of the key benefits of engaging LB3 are:

- Our experience and specialized knowledge permit clients to implement strategic technology initiatives and avoid (or overcome) what IT and telecom vendors would like their customers to believe are “standard” practices.
- LB3 levels the playing field for enterprises when they face off against seasoned vendor negotiators.
- We were involved in the earliest information infrastructure outsourcings, and continue to represent customers in more network outsourcings and managed network services deals than any other law firm.

## Facilitating Transfers and Sales of IPv4 Numbers

IPv4 numbers are used to route most of the global Internet traffic. The supply of IPv4 numbers available from regional Internet registries (the “RIRs”) to assign and allocate to ISPs, cloud computing providers and other organizations has, effectively, dried up (referred to as “IPv4 exhaustion”). IPv4 numbers are, therefore, a valuable asset.

Due in large part to the current shortage of IPv4 numbers and RIR-imposed limitations on allocations/assignments from their “free” pool, ISPs, cloud computing providers and other organizations that need to connect new customers or end points to the public Internet must use the secondary IPv4 transfer markets to meet their growth requirements. LB3 has developed several alternative processes and deal structures that allow our clients to sell their unused IPv4 numbers in the transfer market. LB3 also assists IPv4 number buyers, with a particular emphasis on helping them structure and execute transactions without violating the policies of the applicable regional Internet registries.

## Case Studies

### *Counseling the Washington Post Company on a Major Private Cloud Transaction*

LB3 advised The Washington Post Company (TWPC) on a multi-million dollar transaction for the hosting and management of mission-critical TWPC ERP software using a tier 1 vendor's utility infrastructure. The successful fast-track negotiation was the product of close cooperation and consultation between LB3 and TWPC's stakeholders, a hallmark of LB3's client-focused approach to delivering efficient and cost-effective legal and technical expertise.

Following a competitive RFP process and rigorous evaluation of vendor capabilities, TWPC selected a leading Tier 1 supplier to take over the operation and management of its PeopleSoft environment and certain other applications critical to TWPC's internal business processes. TWPC's dynamic IT environment and perpetually evolving end-user community required a resilient and flexible solution that would scale without the need for significant post-closure renegotiations.

LB3 and TWPC quickly and seamlessly integrated their technical, legal, and negotiation teams. To complete the transaction on an aggressive timeframe in response to the demands of TWPC's stakeholders, LB3 developed contract documents for the transaction that incorporated industry best practices, market leading end-user protections, and the unique technical requirements of the TWPC community. Working with TWPC's project leads, LB3 negotiated the deal from start to finish quickly – allowing TWPC to successfully complete the entire transaction on time and in a manner that achieved all of its major requirements.

### *Assisting with Technology Enhancements to the New York City Taxicab Industry*

LB3 assisted the New York City Taxi & Limousine Commission (“TLC”) in the development and implementation of a contract framework for the NYC Medallion Taxicab Technology Enhancements project that helped the TLC create a unique program for putting credit card processors and IP-enabled applications into every cab in the city.

## Case Studies

### *Advising a Major American Automobile Manufacturer in its Foray into Public Cloud Services*

A major American automobile manufacturer engaged LB3 to advise on its adoption of public cloud services and to structure and negotiate its agreement with a large public cloud services provider. Serving as exclusive outside advisor and legal counsel, LB3 applied its extensive experience in cloud computing, managed services and communications to guide the client through the opportunities available with, as well as the risks and pitfalls inherent in, public cloud services. Through its guidance and negotiation, LB3 helped the client establish a strong foundation for the successful and optimal use of public cloud services, both strategically, as well as by developing a contractual framework upon which the client could rely as its use of cloud services increases in both breadth and quantity.

### *Helping a Global Pharmaceutical Company Outsource Infrastructure Management*

A large global pharmaceutical company engaged LB3 to structure and negotiate an agreement with a single global Tier 1 vendor that would allow the company to outsource management of its global voice and data infrastructure. Serving as lead counsel during the sourcing effort, LB3 (working with its affiliate, TechCaliber Consulting, LLC) industry experience and knowledge of best practices enabled the client to obtain a cutting edge integrated outsourcing contract that comprehensively covers WAN and LAN management, equipment procurement, software licensing, wireless transport services, and transfer of personnel to the vendor. The process was completed and contract documents were negotiated within highly aggressive client timeframes at fees totaling a small fraction of projected savings.

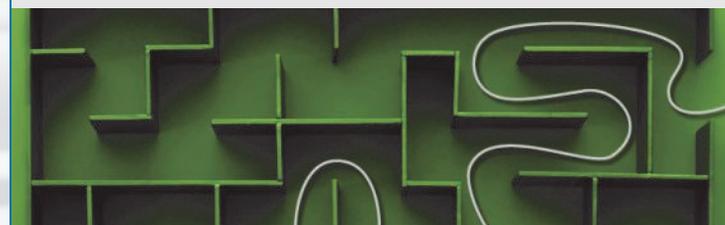


### **Interested in What LB3 and TC2 have to Say?**

**LB3 and TC2 assist enterprise customers with network service and IT procurements, benchmarking, compliance management, regulatory issues and disputes. Learn more about industry developments and the challenges facing enterprise users:**



**Subscribe to our journal at**  
<http://www.lb3law.com/newsletter.php>



**Subscribe to our blog at**  
[www.techcaliber.com/blog](http://www.techcaliber.com/blog)

**To learn more about either firm, or to contact an LB3 lawyer or TC2 consultant, please visit**

**[www.lb3law.com](http://www.lb3law.com) and**  
**[www.techcaliber.com](http://www.techcaliber.com)**