

E-business

*How to profit from e-business
while practicing “safe Internet”*

FOGLER,
RUBINOFF, LLP

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BARRISTERS & SOLICITORS

The rapid and continuing rise in e-business has caught many companies unprepared.

The rate at which businesses are launching their e-business strategies has exceeded even the most aggressive predictions.

The resources required to create an effective strategy for delivering goods or services over the Internet do not always easily fit with an enterprise’s existing business model. As well, the legal infrastructure governing e-business is inadequate to deal with the realities of the new economy. We can help you maximize the ongoing opportunities for your business while developing safeguards and standards to help you minimize the risks of expanding your e-business.

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**Drafting,
Review and
Revision of
E-business
Related
Agreements**

The e-business group at Fogler, Rubinoff LLP has designed a package of services to assist businesses in dealing with the new challenges of electronic commerce:

The solutions to the new problems presented by e-business can only be provided by a legal advisor who combines traditional legal skills and knowledge with specialized experience gained from acting for players in this new economy. Information technology and electronic commerce have given rise to many types of agreements. We have experience in drafting and reviewing such agreements, including agreements relating to

- (a) Software licensing, maintenance and support;
- (b) Software development and software distribution;
- (c) Web site development and maintenance;
- (d) Web hosting and internet access;
- (e) Outsourcing and third party data processing services;
- (f) Click-wrap agreements;
- (g) Technology transfer agreements; and
- (h) Systems integration and IT consulting services.

Financing

Proper financing is critical to the development of a profitable e-business. The type of financing required, and its availability, will vary depending on the type of business and its stage of development. Fogler, Rubinoff LLP's respected banking and securities practices can source and structure various types of financing to assist businesses in the development, marketing, and distribution of their products and services.

**International
E-business**

Perhaps the most unique aspect of the Internet is its ability to allow users to transact business anywhere in the world from one location. While this significantly increases the potential market for goods or services, it also exposes those doing business on the Internet to countless different national legal systems. Through our membership in the International Lawyers Network, we offer access to quality legal representation in 59 countries to assist clients in maximizing their business opportunities in those countries on a global scale.

**Protecting
your Web
Address**

A business normally invests a great deal of resources creating and maintaining goodwill in its name and marks. In cyberspace, protecting this goodwill through the registration of marks and domain names is still in its infancy. There are problems in reconciling the various web site name registration systems with the laws of various countries. We can assist you in registering your web address and protecting that address against unauthorized use. We can also assist you in dealing with "cybersquatters" who may seek to appropriate your company's goodwill through the registration of a "URL" containing your corporation's name.

We can, where circumstances require, direct you to the appropriate dispute resolution forums in Canada and internationally to deal with disputes over web addresses and assist you in presenting your argument to such forums.

B2B

Business to business (B2B) commerce is the most rapidly growing area of e-business. Benefiting from this growth requires, among other things, a well structured business plan and web site which addresses all contractual issues and avoids liability. We will help you implement your B2B strategy so that all of these requirements are met.

**Internet and
E-mail Use
Policy for
Employees**

We will prepare policies governing the saving, copying and deleting of internal and external e-mail, including rules against the destruction of evidence which you may need at a later date. Finally, we can provide you with policy options to govern inappropriate use by employees of your Internet resources.

Summary

In summary, while the Internet presents great business opportunities, it also brings new risks. Our e-business group can help you capitalize on electronic commerce while helping you reduce or avoid risk. We would be pleased to meet with you to discuss how our services and expertise can assist you in organizing your e-business structure and resolving your technology-related legal issues.

Our Specialty E-business Services Include:

Corporate and Business Services

advice on structure and jurisdiction; joint venture, partnering, and strategic alliance agreements; mergers and acquisitions; shareholder agreements; licensing, distribution and technology transfer agreements; web hosting agreements; risk management and international transactions

Corporate Finance

initial capitalization; introduction to, and dealing with, venture capitalists, angel investors and conventional lenders; private placements; initial public offerings; creation and implementation of "exit strategies" for investors

Dispute Resolution Services

negotiation with suppliers, employees, unions and landlords; litigation reduction and prevention; representation at arbitration and mediation hearings; commercial litigation before courts and tribunals

Employment Services

structuring compensation systems including stock option plans; preparation and implementation of employee policy manuals; drafting employment policies including non-solicitation and non-competition covenants, e-mail and Internet use policies; dealing with employee dismissals

Tax Services

structuring start-up and ongoing strategies to minimize taxes and maximize returns; advising on taxation of international transactions



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