



## SARAANN S. PARKER

### PARTNER

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Saraann is a partner in the firm's Corporate Services Group. She is the co-founder of the firm's Tech Law practice and a member of the firm's Technology Committee. In 2020, she was the only woman ranked among the Best Lawyers in America® for Technology Law in St. Louis.

Saraann has over 20 years of experience handling sophisticated technology and intellectual property agreements, ensuring that client licensees and purchasers obtain necessary ownership and license rights in technology customized for them; and that client developers retain key proprietary IP rights to enable future developments and business growth. The nature of her work involves clients that span a wide range of industries and as such, her practice also extends to merchandise licensing, promotional and sponsorship agreements, and publishing agreements.

Her technology transaction work includes drafting and negotiating complex technology and IP licenses, development agreements, consulting services/statements of work, asset purchase agreements, cloud-based services and license agreements, and outsourcing agreements.

Internet and e-commerce legal services include drafting and negotiating website development agreements, hosted services agreements, co-location and disaster recovery services, security policies, service level agreements online terms of use, e-commerce terms of sale, and privacy policies.

Saraann's privacy and security experience includes drafting and reviewing privacy policies for compliance with the General Data Protection Regulation (GDPR), California Consumer Privacy Act (CCPA) and FTC guidelines, and reviewing vendor SSAE 18 audit reports and security policies to ensure privacy and confidentiality of data uploaded and transmitted via the internet.

Clients range from emerging to maturing and established businesses, including technology developers and Fortune 100 and 500 companies. Saraann works with clients to assess their currently owned and licensed IP, software, hardware and operating systems, and collaborates with clients to identify the types of IP, software, hardware, services, and operating systems needed to meet long-term and short-term business goals and growth strategies. Saraann structures the appropriate transactions and agreements to meet client goals.

A zealous advocate with a proven track record of achieving strong and protective client rights and remedies, Saraann approaches each negotiation in a respectful and

### SERVICES AND INDUSTRIES

Corporate

Data Innovation, Security and Privacy

Sports, Media and Entertainment

Technology Transactions

Technology

Fintech

### ADMISSIONS

Missouri

California

collaborative manner to achieve an end result that is fair and satisfying, enabling positive business relationships among the parties.

### **Banking and Finance Industry Technology Transactions**

- Development of B2B and B2C platform for bank client; AI and MR used to generate business leads, service customers, commercialize private label product to banks, lenders, and credit agencies
- Master Services Agreement for multiple software and cloud apps for loan processing, origination and mortgage financing
- SaaS Agreement for insurance policy underwriter client – cloud based full service (underwriting, premiums, product management, office in the cloud...)
- Real-time market data analytics, workflows, Machine Learning, AI
- Development of private label products, B2B and B2C portals
- Merchant Processing Agreements, payment gateway software (B2B and B2C)

### **Technology and IP Transactions**

- Prepares and negotiates complex software licenses, technology development agreements, cloud agreements (SaaS, PaaS, IaaS), website development and hosting agreements, and online terms and privacy policies customized to client needs.
- Simplifies the legal and business aspects of technology transactions, and develops comprehensive agreements in plain-English terms which allow clear yet comprehensive protections and obligations.
- Assists licensee/purchaser clients with assessing their long-term and short-term technology and IP business needs, and identifies the risks, costs and benefits of licensing and/or purchasing technology and other intellectual property.
- Negotiates terms enabling licensee clients to obtain the license, production, sale and exploitation rights, expanded divestiture rights, warranties and indemnities, robust confidentiality, privacy and security policies, and customized downtime remedies for business-critical online software.
- Protects the developer/licensor's rights with detailed license restrictions, reversions, termination rights, ownership clauses, continuous rights to license, sublicense and use, and non-compete terms.
- Negotiates favorable terms of sale, payment, royalties, advances, minimum commitments, reporting and audit rights, limited warranties, liability caps and narrowly tailored indemnification obligations.

### **Corporate Transactions**

- Partners with corporate M&A attorneys to prepare and negotiate the technology terms and conditions in technology asset sales and purchases, and mergers and acquisitions involving technology companies.

### **Software Audits**

- Represents worldwide corporations in responding to audit requests; prepares

protective agreements, including customized audit scope agreements and tri-party nondisclosure agreements; assists CIO and IT teams with preparing audit reports and limiting audit requirements; and negotiates settlement agreements between vendors and licensees.

### **Intellectual Property Transactions**

- Negotiates intellectual property licenses enabling manufacturers of uniforms and baby products to use and exploit third-party intellectual property in the development, manufacture and sale of their products.
- Negotiates co-branding and private label agreements for an international financial services corporation.

### **Sports and Entertainment Law**

- Represents licensees and licensors of proprietary intellectual property for use in the manufacture of various products.
- Represents international brands in the consumer products and entertainment industries, as well as not-for-profits, in negotiating promotional and sponsorship agreements for co-branded products at large-scale venues and events around the world.
- Represents authors and publishers in the negotiation of publishing and license agreements.

### **EDUCATION**

- Saint Louis University School of Law (J.D., *cum laude*, 1996)
  - Melvin Friedman Real Estate Fellowship
  - Trans-Atlantic Law Journal, Staff Editor
- Boston University (B.S., *magna cum laude*)

### **PROFESSIONAL ACTIVITIES**

- The Missouri Bar
- Bar Association of Metropolitan St. Louis
- American Bar Association
- California Bar Association
- Licensing Executives Society

### **CHARITABLE AND CIVIC INVOLVEMENT**

- American Heart Association Go Red for Women ("Circle of Red" member; 2017 Auction Committee)
- Legal Services of Eastern Missouri Justice for All Ball (Committee Member, 2012-present; Auction Co-Chair, 2014)

### **ACCOLADES**

- Missouri Lawyers Weekly Women's Justice Awards, Innovation and Technology Award (2022)
- *The Best Lawyers in America*®; Technology Law (2018-present)
- Named a Who's Who in Technology by the St. Louis Business Journal (2007)

#### **BACKGROUND**

Prior to joining the firm, Saraann was in private practice at another area firm.