



SARAANN S. PARKER

PARTNER

St. Louis, MO

314.552.6667

sparker@atllp.com



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
Privacy and Data Security
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

- *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.

EXPERIENCE

IP, IT Diligence for \$135 Million Acquisition of Animal Health Products Manufacturer

Represented a manufacturer and marketer of pet care and nutrition products in its \$135 million acquisition of a wholesaler of small-animal wellness brands. Handled diligence on all intellectual property and information technology aspects of the transaction.

\$35 Million Recapitalization with Private Equity Sponsor Funding

Advised client on a recapitalization of a revenue cycle management company with funds from a private equity sponsor. The funds came in as equity, senior debt and subordinated debt with portions paid at closing as well as through a possible earn-out. The transaction required a simultaneous buyout of an affiliated joint venture and the execution of complicated software licensing and development agreements between the affiliate and the target company, which was to be controlled by the private equity sponsor post-closing.

Acquisition of Online Apparel Ecommerce Business, Related IP Assets

Represented an investment firm client in the acquisition at auction of an online specialty retailer's ecommerce business and related intellectual property assets, including trademarks and domain names, as well as merchandise and other assets. Transaction included negotiating asset purchase agreement, participating in bankruptcy negotiations, review of IP contracts, negotiating of loan document, conducting diligence of IP, as well as transition agreement for continued operation of ecommerce websites and onboarding of IP portfolio.

Software License, SaaS Agreements for State-of-the-Art Technology for Banking Clients

Negotiated software license and SaaS agreements for multiple banking clients to obtain rights to license, access and use state-of-the-art financial services technology for each bank's internal businesses and their customers, including electronic billing and payment, processing services, online banking, mobile banking, ACH, card application solutions, enterprise payments, and financial performance and risk management.

Software License, Subscription Agreements for Financial Services Company Offering Custom Client Access

Negotiated software license and subscription agreements for a financial services company which provided the client access to and use of specialized trust administration and wealth management applications, the integration of financial information from external accounting platforms, and the creation of customized client portals for end user online access to designated data and reports.

Secondment for Fortune 250 Financial Data Services Technology Leader

Multi-year secondment to a Fortune 250 company in the financial data services industry. Worked several days per week onsite supporting several of the client's global operations

and technology business groups. Drafted and negotiated enterprise, worldwide software license agreements, SaaS agreements and consulting agreements to enable growth of client's technology operations and global customer support, and new products and services offerings. Originally a three-month secondment, the client extended the assignment to a multi-year engagement.

Counsel to Worldwide Leader in the Payments Technology Industry

Counseled worldwide leader in the payments technology industry across a variety of practice areas in connection with technology development and licensing, and payment processing service offerings.

\$35 Million Proprietary Software Purchase for Gaming Software Client

Represented a leading international provider of gaming software in the purchase of proprietary software valued at \$35 million, including the negotiation of complex non-compete clauses and source code escrow.

Software Audit Representation for Global Clients

Represented worldwide manufacturers, health care providers and services providers in multi-location, enterprise-wide software audits opposite major multinational technology corporations.

Asset Sale for Software Developer

Represented a software development company in its sale of assets to a national health care services company in the provider health care and risk management solutions market.

License Agreements for Baby Products Manufacturer

Negotiated license agreements for manufacturer of baby bottles/teething toys, including rights to names, likenesses, trademarks, copyrights, images and other proprietary intellectual property.

Negotiated Full Product, Services Solution for Health Care Provider

Represented an independent, regional, nonprofit health care provider in the negotiation of a full product and services solution for its enterprise. This included licenses for term and perpetual software products, subscription software, cloud-based software and services, shared computing services, platform products, third party software, hardware and separate implementation.

Negotiated Software Licenses, and SaaS, and Professional Services Agreements for Fortune 500 Client

Negotiated agreements for a three-phase global financial and manufacturing operating system replacement, including enterprise licenses with customized software, consulting services and hosted services for a Fortune 500 manufacturer and designer of engineered components.

Negotiated Master Agreement for Major Manufacturer

Created and negotiated a Fortune 500 technology company's Master Agreement for enterprise-wide software, support and hosted services covering automation and workflow systems, managed IT services and online gateway for payment processing, funding, treasury management and receivables among corporations, banks and trading partners.

Negotiation of Global Trade Finance Services Agreement for Global Commercial Corporation

Negotiated Global Trade Finance Services Agreement, including a Master Services Agreement, SaaS agreement and a support and maintenance agreement, for a global commercial lending, leasing and financial services corporation.

Negotiation of Agreements for National Tax Credit Investor

Represented a national tax credit investor in the negotiation of development, license, support and purchase agreements, which enabled the client to participate with the developer in creating a customized, proprietary software solution uniquely structured as a license with reversion to a full ownership right, including escrowed code, support and development training.

Negotiation of International Merchandise Licenses Opposite Major Names in Sports and Entertainment

Represented licensees and licensors of proprietary intellectual property for use in the manufacture of various products. Negotiated international merchandise licenses opposite major professional sporting leagues, players' unions, film and television studios, animation studios, gaming companies, athletes and recording artists.

Negotiation of Promotional, Sponsorship Agreements for Co-branded Products

Represented 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. Adverse parties have included international performing artists and some of the world's largest food and beverage brands.

Representation of Authors, Publishers in Publishing and Licensing Agreements

Represented up-and-coming authors, including a major U.S. comic book publisher, in the negotiation of publishing and license agreements.