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Life Sciences

Husch Blackwell works with (human, animal and plant) life sciences clients at every phase of their development cycle to help bring scientific and technological advances to life. Companies, universities, and individuals in sectors such as food and nutrition, organic and agricultural chemistry, pharmaceuticals, animal health, medical device and instrument manufacturing, hospital and laboratory, and life science research and testing rely on our deep scientific experience, our intellectual property development and licensing capabilities, and our venture formation expertise to accomplish their business objectives.

Turning Innovation Into Industry

Our team of life sciences attorneys provides considerable experience in patent preparation and prosecution, licensing, and protection and enforcement of intellectual property rights. We have prosecuted thousands of patents supporting a wide range of technologies and industries.

We advise emerging companies and their investors, beginning at the incubator stage and continuing through all phases of growth and exit planning. We help inventors and entrepreneurs structure their organizations for optimal growth, including development, distribution and licensing agreements; tax planning; venture capital financing; private and public offerings of debt and equity securities; bank financings; equity compensation programs; and joint ventures with universities, strategic partners, financial partners, and others.

We have over 90 intellectual property attorneys, including more than 45 registered patent practitioners, of whom more than 25 practice in the life sciences sector. Our team includes a large number of professionals with M.S., Ph.D. and other post-graduate degrees that illustratively include:

- Biochemistry
- Bioreactor Systems
- Biotechnology
- Cellular/Molecular Biology
- Chemistry
- Electronic Engineering
- Genetics
- Organic Chemistry
- Physical Chemistry

Our Life Sciences team combines experienced legal counsel with skilled scientific knowledge to develop and support patent claims, and enforce and protect our clients' intellectual property assets in the following representative areas:

- Agriculture
- Biologics
- Food and Nutrition
- Radioisotope Separation
- Medical Devices
- Nanotechnology
- Neurology
- Nutraceuticals
- Pharmaceuticals
- Polymer Chemistry
- Proteomics
- Renewable Energy
- Vaccines

Our domestic and international intellectual property services include:

- Patent prosecution and portfolio development
- Patent litigation
- Trademark and copyright prosecution, protection and litigation
- Freedom to operate opinions

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- Technology transfer and licensing
- Proprietary rights, non-disclosure, confidentiality and non-compete agreements
- Intellectual property audits and trade secret protection programs
- Intellectual property management
- Joint venture strategies and agreements
- Advertising and promotion
- International Trade Commission patent litigation
- Internet security, privacy policies, web site and electronic marketing
- Licensing, joint research and development agreements
- Licensing, buying and selling intellectual property

Enforcing Intellectual Property Rights

Our trial attorneys operate with a complete understanding of our clients' technology and business objectives. We know the commercial value of aggressive enforcement of intellectual property rights and artfully timed, carefully negotiated litigation settlements.

We are experienced trial attorneys, having attained a hard-earned reputation for winning jury verdicts in cases involving complex technologies. We have one of the premier Abbreviated New Drug Application (ANDA)/generic drug patent litigation practices in the country. We have a proven record of success in these cases, having successfully invalidated, for example, Pfizer's patent directed to its multi-billion dollar drug Norvasc® and Daiichi Sankyo Co., Ltd.'s patent on Floxin® otic, in a case that resulted in a \$5 million award to our generic pharmaceuticals client. We handle several major ANDA litigations, including cases involving Plavix®, Abilify®, Uroxatral®, Boniva®, Eloxatin® and Ultracet®. We also have experience in related FDA and regulatory matters involving marketing approval for generic drugs under the Hatch-Waxman Act. Our experience and understanding of the FDA regulatory scheme has proven indispensable for crafting successful patent litigation strategy.

As trial advocates, our intellectual property trial attorneys have successfully prosecuted and defended infringement, misappropriation and unfair competition claims before:

- U.S. Patent and Trademark Office
- International Trade Commission
- U.S. Customs Service
- Federal Trade Commission
- Food and Drug Administration
- World Intellectual Property Organization Arbitration and Mediation Forum
- Trademark Trial and Appeal Board
- U.S. District Courts and Circuit Courts of Appeal
- U.S. Supreme Court

Launching and Growing Businesses Around Technologies

We help early-stage and growth-oriented life sciences companies at every stage of their development. From business formation and initial financing to initial public offerings, we provide our clients with sound business direction and assistance in creating strategic relationships important to a successful business. We draw upon colleagues in our Private Equity, Corporate, Securities, Labor & Employment and other practices groups to help counsel our life sciences clients as their businesses grow and change over time. In the heavily regulated life sciences industry, our

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attorneys represent a wide range of businesses before local, state and federal agencies, as well as litigation in administrative tribunals and state and federal courts.

Husch Blackwell attorneys are also experienced in the handling of issues that pertain to various types of tax-exempt organizations seeking to expand and grow research and development opportunities. We have served tax-exempt healthcare systems, private foundations, cultural and arts organizations, community foundations, research and trade industry associations for decades. Our tax-exempt practice is focused on the particular issues facing tax-exempt organizations and we guide involved parties in issues related to formation, compliance, private benefit or inurement, conflicts of interest, sanctions, penalties, loss of tax-exempt status, tax management, outsourcing, joint ventures, financing and general commercial advice.

Our services in this arena include:

- Structuring private equity funds
- Structuring portfolio operating entities to limit liability and accommodate financing and growth
- Introductions to funding sources and assistance in structuring, negotiating and implementation of private equity, and growth, convertible bridge and mezzanine financing
- Structuring equity participation incentives for management
- Minimizing tax burdens on cash resources
- Introductions to strategic industry relationships and structuring and documenting joint ventures
- Introductions to other advisors and service providers who regularly work with private equity-financed entities
- Venture capital and private equity funding
- Strategic transactions such as licensing, joint research and development, sales and marketing, co-promotion and other collaborative efforts
- Corporate formation, structuring and governance
- Mergers and acquisitions
- Securities and public offering
- Clinical trials
- Manufacturing
- Employee and executive benefits
- Technology commercialization

International Business Development and Expansion

Our International practice represents United States-based clients in the conduct of their businesses in other countries and foreign-based clients in their operations in the United States. Our extensive experience in handling international business transactions and import/export transactions allows us to advise our clients in connection with their international distribution arrangements, distributorship agreements, and sales representation agreements anywhere in the world, as well as in connection with acquisitions, divestitures, and joint ventures. Complementing our international transactions practice, our large and experienced litigation group can resolve disputes practically anywhere in the world, through international mediation, arbitration or litigation.

Our International practice provides assistance in the following areas:

- Negotiating acquisitions of joint ventures with foreign companies
- Establishing U.S. subsidiaries in foreign countries
- Establishing and terminating overseas dealerships

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- Drafting technology and licensing agreements and protecting intellectual property in foreign countries
- Negotiating supply agreements between U.S. companies and their foreign distributors
- Acting as a gatekeeper to coordinate and oversee litigation in foreign jurisdictions
- Assistance in complying with U.S. legislation such as Trading with the Enemy Act and the Patriot Act
- Guiding clients in global offerings of securities
- Guiding clients in business acquisitions and mergers
- Providing clients assistance in foreign patent, trademark and copyright registration and enforcement
- Supervising and coordinating foreign counsel for the registration and maintenance of patents, trademarks, copyrights, and other intellectual property
- Handling immigration matters, including assisting in the entry of non-citizens into the United States and maintaining their non-immigrant status during temporary visits
- Advising clients on the corporate and tax structure for business operations in foreign countries
- Assisting our clients in international trade (including Customs, Export and Import Regulations and NAFTA)

Complex Government Compliance and Health Law Issues

The Husch Blackwell Life Sciences team also partners with the firm's Governmental Affairs Group in addition to its Health Law Group to work as advocates on behalf of corporations, financial institutions, trade associations, and non-profit entities, offering advice and assistance to work effectively with local, state and federal government agencies, as well as elected public officials. Our governmental affairs professionals assist clients in framing persuasive and consistent messages for legislative, administrative and regulatory decision-makers and help clients take a proactive role in advocating for favorable solutions when government decisions are being considered and made.

Our Health and Regulatory Law Groups represent both for-profit and non-profit healthcare providers, including leading hospitals and hospital systems, nursing homes and continuing care retirement communities, pharmacy benefit managers, physicians and other primary care providers. We also represent managed care organizations, integrated delivery systems, pharmacy benefit managers, physician practice management companies, and medical malpractice insurance companies. Our attorneys represent a wide range of healthcare related and regulated businesses before local, state and federal agencies, as well as litigation in administrative tribunals and state and federal courts.

We offer focused advice in connection with:

- Clinical research and trials
- Antitrust issues
- Drug and device coverage and reimbursement strategies
- Government investigations and litigation
- Licensing and accreditation strategies
- Medical privacy issues
- Medical staff and peer review
- Medicare and Medicaid regulatory compliance
- Physician-Hospital alignment strategies
- Product development risk management
- ERISA and other regulatory counseling and compliance
- Stark compliance

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- Tax counseling

Renewable Energy and Biofuels

The lawyers of Husch Blackwell play a leading role in helping our Energy Industry clients achieve their strategic objectives. The energy industry is a cornerstone focus at Husch Blackwell. We are proud to represent clients across the energy spectrum, providing a full range of regulatory, transactional, commercial and litigation services.

Our clients include investor-owned utilities and utility cooperatives, independent power companies and developers, oil and gas producers and processors, energy and energy-related product marketing, storage, trading and distribution companies, and interstate and intrastate pipeline companies. Our clients are active in the power, natural gas, coal and other traditional energy commodity sectors, as well as in renewable energy sectors such as biofuels, wind energy, solar energy, and biomass.

The members of our Energy Industry team understand the evolving energy markets and how the assets underlying those markets are developed and operated, both with respect to traditional and renewable energy resources. Among its accomplished members, our Energy Industry team includes former regulatory commissioners and staff members, former legislators responsible for key energy policies, and attorneys who have extensive in-house experience with national and multinational energy companies.

With innovative but practical insight, and dedicated and responsive service, we help our energy clients take advantage of a constantly changing environment to achieve their strategic goals.