



# BUSINESS AND TECHNOLOGY WE KNOW



AVOCATS  
AGENTS DE BREVETS  
ET MARQUES

**THE PASSION FOR INNOVATION**

# BUSINESS AND TECHNOLOGY

BCF IS ONE OF QUEBEC'S MOST ACTIVE LAW FIRMS IN THE FIELDS OF HIGH TECHNOLOGY AND INFORMATION TECHNOLOGIES. ITS PRESENCE IN THE MARKET IS AS PREVALENT AMONG BUSINESSES – WHETHER NEWLY INCORPORATED OR MATURE – AS IT IS WITH THE BANKS, PRIVATE INVESTORS, AND VENTURE CAPITALISTS THAT FINANCE THEM.

Since its founding, BCF has proudly assisted and advised technology businesses through each step of their life cycle: creation, university or business “spin-offs”, financing, growth, initial public offering, international expansion, sale, mergers, acquisitions and restructuring.

The recognition of our expertise in technology has motivated numerous inventors and entrepreneurs to develop their business projects with us. Our multidisciplinary approach enables us to offer our services in an integrated and efficient way. The broad expertise of our professionals includes corporate finance, tax, patents and intellectual property, wealth management, insolvency, and restructuring.

## OUR SPECIALIZED SERVICES

### Venture Capital Financing

The BCF team is motivated by innovation and expansion projects that contribute to the development of our economy. Our clients have experienced this in retaining us to assist in various financing transactions by venture capital funds and angel investors.

Choosing BCF means opting for a firm with depth and a remarkably rich experience. Certain members of our team act on behalf of investors and guide them through the establishment of venture capital funds and the implementation of their investments. Others assist in the development of their clients' businesses through various rounds of venture capital financing. Our clientele in this area is composed of funds and capital venture institutions, universities and research centres, businesses in all sectors of the economy, researchers, entrepreneurs, and angel investors.

We are as adept in the financing aspects of the transaction as the legal subtleties of equity investment. Our expertise in corporate finance, patents and other intellectual property and tax, combined with our business experience, our multidisciplinary approach and above all our vast North American and European networks have made BCF a leader in Quebec in this sector.

## Public Financing and Securities Law

In public financing, BCF offers a broad range of services to the various participants in the securities sector such as issuers, agents, advisors, and group investment organizations. We act primarily on behalf of issuers in public offerings and private placements and in various other types of transactions. We guide our clients through each step of the process in whatever sphere of activity they participate in.

Our advice to clients is customized, based on the client's particular needs and our expertise and experience. Our regular contact with the securities authorities of other Canadian provinces, the Toronto Stock Exchange, and the TSX Venture Exchange, constitutes a substantial advantage for our clients.

## Tax

The development of knowledge and the advancement of technology have a significant influence over the state of the economy. Nowadays, competitive advantages depend more and more on scientific research and development (R&D). In this context, Canada, and in particular Quebec, are internationally recognized as jurisdictions of choice for launching R&D activities. This, combined with tax advantages, allows businesses to significantly reduce the costs of R&D, thus generating a greater potential for investment.

The involvement of tax specialists is essential when the time comes to determine whether a business should conduct R&D itself or sub-contract out the work. Our tax specialists are at hand to assure all tax advantages are considered.

BCF's tax department possesses the knowledge to respond to the questions relating to R&D tax credits and can help you structure your investments in order to maximize the tax advantages.

## Patents

BCF has a team of seasoned patent agents specialized in the drafting and prosecution of patents and industrial design applications among other things. Our expertise also extends to infringement, validity, and freedom to operate opinions as well as due diligence reviews. Our team covers a broad range of technologies, such as:

- Telecommunications
- Software
- Nanotechnology
- Electronics
- Electricity
- Optics
- Mechanics
- Chemistry
- Biotechnology

BCF manages and simplifies the complex processes of filing and prosecuting foreign patents thanks to its international network of correspondents.

## Mergers and Acquisitions

BCF has a great deal of experience in the sale and purchase of businesses, whether by sale/purchase of shares or assets, or by way of amalgamation (M&A). The firm has played a major role during national and international transactions in every major industry. Besides strategic sales and acquisitions, our team participates in transactions respecting restructuring, acquisitions by employees (Management Buy-Out), joint ventures, and the establishment of private-public partnerships (PPP).

At BCF, we assist you in planning and implementing fiscal and corporate reorganizations that may be recommended prior to completing a transaction, in the negotiations regarding the terms and structure of the transaction, as well as the drafting of the various legal documentation required. By calling on us you surround yourself with a team that will guide you through the whole process to the end of the contemplated acquisition or sale.

The BCF professionals understand that the success of a transaction is often dependent on determining what the parties can compromise. Negotiating is an art that our professionals know how to exploit in order to protect your interests while keeping in mind your first objective: completing this important transaction for you and your business.

## **Technology Transfers and Licensing**

Intangible by nature, technology can be transferred many different ways. Setting up licences, distribution channels, strategic alliances, joint ventures, subcontracting and outsourcing arrangements are but some of the tools used by our professionals to contribute to the transformation of intellectual capital into financial capital.

BCF's technology transfer team members are passionate about innovation. Their particular competences combine the fields of intellectual property, commercialization and finance. Like you, they know that the best idea, the most solid patent, or the most powerful software is not worth very much if it does not reach the market.

We are convinced that avant-garde businesses need partners that understand their technology. The intellectual property team at BCF is passionate about technology and it possesses an excellent knowledge of all the technical areas of their specialty.

Whether to protect, defend, acquire, commercialize, enhance, or sell your products and technology, BCF's professionals will be able to assist you at each stage along the way.

## **Outsourcing and Subcontracting**

Our specialists have closely followed the evolution of the outsourcing sector since its beginning and contribute regularly to its evolution. At BCF, we have successfully accomplished numerous outsourcing transactions, certain of which were of international scale and technically complex. Our firm has developed its own work methods which have proven successful in this multidisciplinary environment.

Thanks to its excellent understanding of business objectives resulting from its vast experience in the field, our team brings greater value to your outsourcing projects, regardless of their magnitude. By its entrepreneurial approach, BCF's team integrates its professional services into your business plan to ensure your outsourcing, subcontracting, or partnership objectives are achieved.

## **Intellectual Property Litigation**

Distinct from civil and commercial litigation, intellectual property litigation comprises its own nuances and subtleties that our teams of professionals are familiar with. BCF also masters the particularities of the practice of the Canadian Federal Court and the important principles of common law applying to this sector.

Often linked to the scientific, information technologies or computer science fields, intellectual property litigation requires knowledge that goes beyond the legal aspects. This is why our teams are formed of professionals and lawyers who are essentially dedicated to intellectual property and litigation and who are passionate about this sphere of activity.

# INNOVATION. EXPERTISE. EXCELLENCE.

## The BCF way

The world is changing, and so is the practice of business law. We believe the whole purpose of change is to make things better, so we have developed a different approach - one that puts people before business. We take the time to listen to you and understand your concerns, motivations, goals, and values. We believe this is the key to helping our clients develop and implement more effective and innovative solutions.

The way we see it, you need more than a group of ordinary lawyers. What your business really needs is an engine and direction. At BCF, we provide you with the means to excel, to blaze your own trail, and to innovate. Your needs become our goals, our challenge.

We invite you to visit our website at [www.bcf.ca](http://www.bcf.ca) in order to learn more about our “Business and Technology” practice and to get acquainted with our professionals and their achievements.

## Our Firm

BCF was founded out of a need for the practice of business law to adapt to the changing world of business. Since the firm’s inception, we have assisted businesspeople in unlocking their potential by challenging conventional thinking, finding better solutions and providing exceptional service.

At BCF, we have developed a different approach – one that puts people before business – people such as visionaries and leaders. As our client, you will be surrounded by a multidisciplinary team of professionals which responds to your individual needs and distinguishes itself through a proactive, efficient and supportive approach.

With offices in Montréal and Québec City, BCF is comprised of more than 120 professionals who specialize in all aspects of business law. Our team sets itself apart by providing top-quality service, high ethical standards and a creative spirit.

We are not only experts in law – we are your right hand, your true partners. It is this approach that has made BCF the go-to firm for businesspeople.

## International Alliances

BCF is a member of *Meritas Law Firms Worldwide*, a highly-respected international organization of law firms. Since success often knows no borders, membership in this organization provides a real advantage for our clients.

Our clients benefit from access to top-legal talent in more than 200 firms in 60 countries who are as dedicated to excellence as we are. As a result, whether in Canada or abroad, you are assured of receiving exceptional legal services.

To learn more about *Meritas Law Firms Worldwide*, please visit their website at [www.meritas.org](http://www.meritas.org).

# YOU NEED TO KNOW HOW TO CHOOSE YOUR LAW FIRM



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