

Edward Weiss

Of Counsel

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PRACTICE AREAS

- **Business Law**
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EDUCATION

- Georgetown University Law Center, *cum laude*, J.D. 1983
 - University of Illinois, Wainer Fellowship, M.A. 1975
 - Dickinson College, *cum laude*, B.A. 1973
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BAR ADMISSIONS

- District of Columbia, 1983
 - U.S. Supreme Court, 1988
 - U.S. Court of Appeals for the District of Columbia Circuit, 1987
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Overview

Edward Weiss advises clients on a wide range of commercial and corporate matters. Much of his practice concentrates on the development, protection, and commercial exploitation of computer and information technology and other intellectual property. He also represents clients in a diverse range of other matters.

Mr. Weiss's experience includes designing and implementing corporate structures, corporate governance programs, and strategic corporate initiatives, and representing clients in virtually all aspects of strategic corporate transactions. This includes initial planning, due diligence, negotiation of the terms, closing, and integration of the acquired operations into the surviving corporation. He also routinely represents clients with regard to government contracts and general business matters.

Mr. Weiss advises clients ranging from large, publicly traded corporations to newly formed and emerging ventures. He routinely serves as "outside general counsel" to clients that do not have in-house legal staff, providing these clients with legal and other guidance on a broad range of issues.

For nearly two decades, Mr. Weiss served variously as General Counsel, Corporate Secretary, and Vice President for publicly traded, information technology companies. As General Counsel for Group 1 Software (Nasdaq – GSOF) for nearly 15 years, he managed all legal affairs of the company and its numerous domestic and foreign subsidiaries. His responsibilities included routinely advising senior management and the board of directors; coordinating compliance with SEC and Nasdaq requirements; management of the company's portfolio of intellectual property rights (copyrights, trademarks, trade

secrets and patents); the negotiation of all commercial contracts of the company and its subsidiaries; management of the affairs of an aggressive corporate acquisition program and ultimately the acquisition of Group 1 Software by Pitney Bowes (NYSE – PBI). Upon its acquisition of Group 1 Software, Mr. Weiss served as Special Consultant to the General Counsel of Pitney Bowes, facilitating the integration of Group 1 Software into its new parent company. Upon completion of that integration, Mr. Weiss assumed the position of Vice President and General Counsel of ViPS, Inc., a wholly-owned subsidiary of WebMD/Emdeon Corporation (Nasdaq – HLTH). In this position, his responsibilities included management of all of the legal affairs of the company and coordination with the parent company and other subsidiaries on matters that extended beyond the province of ViPS.

Mr. Weiss has also served as a member of the senior staff and strategic planning committees of various companies, and he has served as a trustee for 401(k) plans and executive deferred compensation plans for multiple corporations. He has served as a member of numerous strategic advisory committees for his clients as well.

Mr. Weiss has assumed leadership positions in various bar associations in the Washington, D.C. metropolitan area. He has been a frequent lecturer on topics including intellectual property, mergers and acquisitions, and corporate governance. His pro bono service includes serving as Chairman, President, Financial Secretary, Executive Committee Member, and member of Boards of Directors and Boards of Trustees of several prominent non-profit community organizations in the Washington metropolitan area.

Representative Experience

- Closed numerous mergers and acquisitions (generally representing the seller) in a variety of market verticals, including solar power financing, information technology services, pet grooming, and printing.
- Reviewed subordinated debentures, generally for potential investors.
- Implemented numerous limited liability company operating agreements in verticals, including loan origination, information technology services, hedge fund portfolio investment balancing, and online hospitality functionality.
- Assisted several companies in effecting recapitalizations, generally by issuance of a new series of securities.
- Drafted Terms of Service, Privacy Policies, and Community Standards for numerous start-ups in a variety of industries.
- Assisted clients in a variety market verticals in filing copyright registrations with the U.S. Copyright Office and enforcing their copyrights.

- Reviewed numerous stock option and other equity grant plans.

Professional Affiliations

- Founder and Co-Chair, IT Forum of the Greater Washington Metropolitan Area Corporate Counsel Association
- Chair, District of Columbia Bar Association, Computer Law Division

Books, Articles and Seminars

- “Towards a More Robust Inside Counsel – Retained Counsel Relationship,” Ebooks, (2012).
- “The View From Inside,” seminar presentation, Cadwalader, Wickersham & Taft, New York City (2004).
- “Hot Topics in IT: New Electronic Toys in the Workplace – Cell Phones in Cars and Cam-phones in the Workplace,” seminar presentation, Washington Metropolitan Area Corporate Counsel Association (WMACCA) (2004).
- “Considerations for the CFO of a Mid-sized Corporation,” seminar presentation, Northern Virginia Technology Council (2004).
- “Select Issues under the new Sarbanes Oxley Act,” seminar presentation, WMACCA (2004)
- “Rethinking Standard Forms to Reflect 21st Century Commercial Realities,” Proceedings, Conference for Corporate Counsel (2002).
- “eCommerce Update,” Proceedings of the American Corporate Counsel Association (ACCA) Annual Meeting (2002).
- “Hot Topics in IT – Privacy and Clean Room Reverse Engineering,” seminar presentation, WMACCA (2002)
- “EU/EC IT Issues,” seminar presentation, WMACCA (2002).
- “Hot Topics in IT – Where IT Meets Employment Law,” seminar presentation, WMACCA (2001).
- “Enforceability of Browse –Wrap and Clickwrap Agreements,” seminar presentation, WMACCA (2001).
- “Personal Data and the EU Safe Harbor,” seminar presentation, WMACCA (2001).
- “Hot Topics in IT: Data Privacy, COPPA, GLB and E-Sign,” seminar presentation, WMACCA (2000).
- “Intellectual Property Due Diligence,” Intellectual Property Issues in Structuring Deals and Drafting Agreements, The Practising Law Institute (PLI) (2002)
- “Business Aspects of IP”, Proceedings – American Intellectual Property Law Association (2001).
- “Intellectual Property Due Diligence,” Intellectual Property Issues in Structuring Deals and Drafting Agreements, PLI (2001).
- “UCITA – It’s Finally At Your Doorstep,” Proceedings, ACCA Annual Meeting (2000).
- “Employee Benefits and Leave Issues,” Proceedings ACCA Annual Meeting (1993).

- “The Struggle for Internal Union Democracy Within the United Mine Workers Union, 1969 – 1975,” *The Journal of Eastern Pennsylvania Economists* (1975).
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