



## FRED D. ZEMEL

### PARTNER

CO-CHAIR, CORPORATE TRANSACTIONS & BUSINESS LAW  
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#### BIOGRAPHY

Fred Zemel's core practice areas include business law, commercial transactions, corporate law, intellectual property and technology, commercial financing and real estate redevelopment. Mr. Zemel has substantial, national experience in all facets of corporate and transactional matters. In that regard, Mr. Zemel represents and counsels clients in connection with complex commercial transactions, deal negotiations, management decisions, and shareholder disputes. Additionally, Mr. Zemel drafts and negotiates asset and stock purchase agreements, redevelopment agreements, stockholder and operating agreements and corporate organizational documents. For over a decade, Mr. Zemel has drafted, negotiated and advised clients regarding commercial credit card agreements. Mr. Zemel continues to serve as the primary outside counsel to a premier international bank's commercial credit card division. In that role, Mr. Zemel is responsible for the preparation and negotiation of commercial card contracts in connection with a Fortune 500 customer base.

Mr. Zemel is also lead counsel in connection with significant stock, asset and LLC interest purchase and sale transactions. Representative deals include:

- Sale of New York regional recycling and waste removal company to publicly held waste company. Deal value approximately \$300 million.
- Acquisition of several divisions of publicly held, national waste companies. Aggregate value of deals in excess of \$40 million.
- Acquisition of office supply and distribution company with operations in more than twenty-five jurisdictions throughout the United States. Deal value in excess of \$40 million.
- Acquisition by established internet social networking site of division of well-known Internet search engine company.

With respect to intellectual property and technology transactional matters, Mr. Zemel represents clients in intellectual property and technology matters of all levels of complexity. Mr. Zemel also advises clients regarding website terms of use and data privacy concerns. Examples of technology agreements regularly drafted and negotiated by Mr. Zemel include:

- Software, hardware, patent and trade secret licensing, development, and manufacturing agreements
- Outsourcing agreements
- Service level agreements
- ASP, OEM and VAR agreements
- Teaming and joint venture agreements
- E-commerce agreements

Representative technology-based transactions in connection with which Mr. Zemel has counseled and represented clients include:

- Lead counsel to VAR of leading international data and voice systems manufacturer for licensing, development and maintenance agreements throughout the United States. Negotiated deal and agreement terms for installation and maintenance of data and voice infrastructure in newly-constructed New York area professional sports arena.
- Represent pharmaceutical research and development company in joint venture, clinical research, consulting, revenue share, and stock purchase agreements, including in connection with Israeli incubator companies.
- Primary outside counsel to leading U.S. social networking site, representing client with respect to: collocation agreements, outsourcing agreements, domain name purchase agreements, license agreements, linking agreements, website terms of use and data privacy issues.
- Drafting and negotiation of cross-border (U.S. to Spain) license and distribution agreement and associated end user license agreements with respect to core client technology.
- Prosecute trademarks before U.S. Patent and Trademark Office, and manage foreign trademark prosecutions.
- In 2008, Governor Corzine appointed Mr. Zemel to the New Jersey-Israel Commission. Created in 1995, the Commission's mission is to foster increased economic, scientific, educational and cultural relations with the State of Israel.

### **Education**

- Benjamin N. Cardozo School of Law (JD, 1992)
- Yeshiva University (BA, 1989)

### **Bar Admissions**

- New Jersey
- New York
- Florida

### **Memberships and Affiliations**

- New Jersey-Israel Commission (Appointed by Governor Corzine, 2008)