

## Andrew J. Ferren

*Director*

[afferren@goulstonstorrs.com](mailto:afferren@goulstonstorrs.com)

Boston: +1 617 574 3546



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Andy Ferren is an intellectual property lawyer and business counselor. Clients rely on him for legal and practical business guidance in matters involving intellectual property, commercial transactions, general corporate issues, and nonprofit operations and compliance.

His transactional practice includes licensing, technology transfer, joint ventures, collaboration agreements, purchase and sale agreements, e-commerce agreements, and other transactions involving intellectual property assets. He is particularly adept at working with clients and their business partners to negotiate and craft agreements that accurately capture the parties' intent and achieve their business objectives.

Andy also helps clients to protect and manage their trademarks, copyrights, trade secrets, and other intellectual property in the U.S. and other markets through a variety of registration, enforcement, and defense efforts. He works with these clients to develop and execute strategies that maximize the value of their intellectual property assets.

The clients he serves include retailers, real estate developers, private equity funds, technology companies, and individuals. In advising these clients, Andy routinely consults with C-level managers, marketing personnel, and information technology specialists.

Andy also devotes a substantial portion of his time to advising nonprofit organizations. He helps such clients to meet their goals while complying with the rules that govern their tax-exempt status. In these client relationships, Andy is as much a business advisor as a legal advisor. When the firm's nonprofit clients collaborate with for-profit businesses, Andy often helps to educate both sides of the deal about how the transaction can be legally structured. Although he advises many of these non-profit clients on a pro bono basis, he takes pride in doing the same sophisticated work for them that he does for the firm's other clients and in providing the same level of quality and responsiveness that other clients enjoy.

### **Accolades**

- Martindale Hubbell Peer Review Rated AV Preeminent™
- *The University of Chicago Law Review*, Comment Editor

## **Affiliations**

- Advisory Council Member, Fair Trade USA, 2004-present
- Board Member, Disability Rights Fund, Inc., 2015-2023
- Board Member, Disability Rights Advocacy Fund, Inc., 2015-2023
- Finance Commission Member, Town of Westwood, MA, 2004-2008
- American Bar Association
- Boston Bar Association
- International Trademark Association
- American Intellectual Property Law Association

## **Admissions**

- Massachusetts

## **Education**

- University of Chicago Law School (J.D., 1991)
- Harvard University (A.B., *cum laude*, 1986)

# **Representative Matters**

## **Trademark and Domain Name Matters**

Handled and supervised numerous trademark and domain name matters over the past 20 years, including prosecution of applications to register trademarks in the United States, coordination of international trademark protection efforts, management of clients' trademark portfolios, negotiation of assignments and licenses of trademarks and domain names, and counseling of clients with regard to trademark and domain name selection, registration, and disputes. Trademark portfolios under management at various times have covered over 1,000 trademarks for hundreds of different clients.

## **YM Inc. (Sales) Acquisition of Rue 21 Intellectual Property Assets**

Represented Canadian retailer YM Inc. (Sales) in the acquisition of rue 21 intellectual property assets out of Chapter 11. YM Inc. (Sales) plans to open over 120 rue 21 stores in the coming months. Rue 21's financial circumstances required the transaction parties to start the process and close the sale within 30 days. The transaction required creative solutions around lease arrangements with affected landlords, reopening of stores, fixture retention, and staffing.

## **M&M Transport's Sale to Schneider**

Representation of M&M Transport Services, a dedicated contract carrier that provides specialty solutions for the retail and manufacturing verticals, on its sale to Schneider National, Inc., a premier multimodal provider of transportation, intermodal, and logistics services. The sale further complements Schneider's Dedicated organic growth success and places Schneider on a glidepath toward \$1.5 billion in annual Dedicated contract revenues and 6,500 Dedicated tractors in service to their valued customer base.

#### **Gordon Brothers' Acquisition of Durkin Group**

Representation of Gordon Brothers, the global asset experts, in their acquisition of Durkin Group, a professional services firm that provides field examination and diligence services to lenders, investors, and operators in North America. The investment enhances Gordon Brothers' suite of service offerings to assist companies throughout their lifecycle, complements the firm's valuation, disposition and capital services, and expands its expertise to better serve clients.

#### **Sale of Romanow Container to SupplyOne, Inc.**

Represented Romanow Container, a leading independent corrugated and protective packaging supplier, in its sale to SupplyOne, Inc., a portfolio company of Wellspring Capital Management.

#### **Audax Group Acquisition**

We represented Audax Group, a leading private equity firm, and its portfolio company AI Fire, LLC, in the sale of the company to Snow Phipps Group, LLC.

#### **Fair Trade USA Outside General Counsel**

We are proud to support our client, Fair Trade USA™, as general counsel, serving a range of legal needs, including protection and licensing of its Fair Trade Certified™ certification mark, collaborations and strategic alliances, commercial agreements, acquisitions and dispositions, financings, office leases, governance, and general corporate issues.

#### **Purchasers Software Development, Customization, and Licensing Transactions**

Represent a wide range of purchasers in connection with software development, customization, and licensing transactions to support their business operations. Recent transactions have included the acquisition of rights to use cloud-based software and services for purposes such as accounting systems, telecommunication systems, investment management systems, tenant management systems, and web sites and e-commerce. Many of these transactions require particular sensitivity to the protection of personally identifiable information of the client and its customers and the vendor's compliance with applicable data protection laws.

#### **Owners and Managers of Real Estate in Agreements for Artwork**

Represent owners and managers of real estate in agreements to commission, license, or borrow public art, including original sculptures, murals, and other two- and three-dimensional artworks. Recent transactions have involved artworks installed in the Fenway, Seaport, and Back Bay districts of Boston and installations in three different locations on Boston's Greenway.

#### **Women's Apparel Company Intellectual Property Issues**

Represented a women's apparel company in brand protection, copyright advice, category licensing, its e-commerce fulfillment agreement, and the eventual sale of its intellectual property and other assets. The sale and license transactions were with one of the client's licensees, which had purchased the client's debt and was able to use that control as leverage in negotiations. Nonetheless, the Goulston & Storrs team was able to secure licenses back from the purchaser and save the client's core business.

#### **International Non-Profit Organization Intellectual Property Agreements**

Represented an international non-profit organization in a regional intellectual property ownership and licensing agreement with another international non-profit. The project required establishing the scope of certain jointly owned rights based on collaborative work in one country and negotiating ground rules for each party to make independent use of that intellectual property and modified versions thereof in other territories.

#### **For-Profit Medical Journal Lifecycle**

Represented a for-profit medical journal over its entire five-year lifecycle. The representation included the initial formation of a joint venture to launch the journal, the withdrawal of a co-founding partner, numerous personnel and operational matters, and the eventual sale of the journal assets to a non-profit academic consortium.

#### **Hotel Negotiation and Documentation of Agreements**

Represented a hotel owned by a multinational financial services company in negotiating and documenting the hotel's acquisition of equipment, computer software, and related services for a "smart" parking garage system. The project required navigating the parent company's complex procurement process. Particular attention was paid to open source software licensing, vendor personnel screening, and data security compliance because the parking system vendor outsourced certain of its services to overseas subcontractors and because the parking system could interface with the parent company's computer systems.

#### **Architectural Trade Association Transactions for Annual Trade Show**

Represented an architectural trade association in a series of transactions concerning its annual trade show, including the buyout of a co-owner, the co-location of its show with another industry trade show, and the ultimate sale of its show to a global trade show owner and operator. These matters required attention to the particular concerns of a 501(c)(6) tax-exempt organization and involved a variety of brand protection issues.

## **Community**

Andy has dedicated thousands of hours throughout his career to providing pro bono legal services to non-profit organizations. Many of the non-profit clients he works with have missions that are international in scope. Examples include Endeavor Global, Inc. (promoting high-impact entrepreneurship in emerging markets), Fair Trade USA (improving the lives of farmers and

workers through market-based incentives), Oxfam America (creating long-term solutions to poverty, hunger, and social injustice), StartingBloc (a global Fellowship for social impact change-makers), and YouthBuild International (helping young people to transform their lives and rebuild their communities). Andy has worked with most of these organizations for more than a decade and has provided a combination of legal and business advice to their boards, senior executives, and staff members.

From 2015 to 2023, Andy served on the Boards of the Disability Rights Fund, Inc. and Disability Rights Advocacy Fund, Inc., which manage a grant making collaborative between donors and the global disability rights community that empowers persons with disabilities around the world to advocate for equal rights and full participation in society. He led the organizations as Board Co-Chair from 2018 through 2022 and continues to support them as Clerk (Corporate Secretary). Andy has also served on the Advisory Council of Fair Trade USA continuously since 2004 and as the organization's Corporate Secretary and a member of its Nominating & Governance Committee since 2018.