AEREN LPO
...providing more with much less

STRATEGIC CONTRACT NEGOTIATION & IP PROTECTION FOR A GLOBAL IT PRODUCT COMPANY

Client Profile

The Client is a leading cloud data management and enterprise AI solutions provider, empowering data-driven enterprises with digital transformation capabilities.

Its offerings include Enterprise Archiving, Enterprise Data Lake, Model Serving, MLOps, Consumer Data Privacy, and Enterprise Content Services.

Operating across India and the United States, the Client serves a global customer base, making intellectual property protection central to its long-term innovation strategy.

The Business Challenge

- The Client entered negotiations with a major global e-commerce enterprise for a high-value commercial engagement.

- While commercially significant, the third-party draft agreement contained layered provisions that could have:

- Expanded usage rights beyond intended scope

- Diluted ownership of proprietary AI models and platform technology

- Introduced broad derivative work claims

- Embedded indirect IP transfers through work-for-hire language

- Increased indemnity and liability exposure

- Restricted future commercialization flexibility

- The counterparty attempted to secure strategic IP leverage through multiple interconnected clauses — not solely within the Intellectual Property section.

- The Client required senior-level negotiation expertise to safeguard innovation while preserving deal momentum.

AEREN LPO's Strategic Intervention

AEREN LPO deployed experienced senior attorneys with deep expertise in technology contracts and IP negotiations.

We approached the matter not as a routine redlining exercise — but as a strategic risk containment engagement.

Our Negotiation Approach

Deep Clause Mapping

We reviewed the agreement beyond surface-level IP clauses and identified exposure across:

01 Intellectual Property ownership provisions

02 Licensing scope definitions

03 Work-for-hire constructs

04 Data usage and analytics rights

05 Residual knowledge clauses

06 Confidentiality carve-outs

07 Indemnification and limitation of liability sections

08 Assignment and derivative rights language

Precision Redlining

We recalibrated the agreement by:

✓ Narrowing license grants to defined use cases

✓ Clarifying ownership of pre-existing and developed IP

✓ Protecting proprietary AI models and platform architecture

✓ Restricting derivative and perpetual rights

✓ Aligning indemnity exposure with commercial value

✓ Inserting strategic fallback language

Our approach was commercially balanced — protective yet pragmatic — ensuring negotiation strength without deal disruption.

Deep Legal Review

AEREN LPO:

✓ Supported live negotiation discussions

✓ Prepared fallback and escalation-ready positions

✓ Anticipated counterarguments

✓ Provided risk summaries to business leadership

✓ Ensured alignment between commercial objectives and legal safeguards

We functioned as the Client's extended strategic legal arm.

The Result

01 Intellectual Property Fully Protected
Core AI models, platform architecture, and proprietary technology ownership preserved.

02 Controlled & Defined License Scope
Usage rights limited to specific commercial purposes.

03 Reduced Liability Exposure
Indemnity and risk allocation recalibrated appropriately.

04 Successful Commercial Closure
Deal executed without compromising strategic innovation assets.

05 Strengthened Internal Playbook
Negotiation positions documented for future enterprise engagements.

Strategic Impact

The engagement reinforced that enterprise AI agreements require proactive IP vigilance as risks often span multiple clauses beyond the IP section.

Through disciplined redlining and senior-level negotiation support, AEREN enabled the Client to:

➤ Safeguard long-term innovation value

➤ Prevent unintended IP dilution

➤ Maintain strong commercial relationships

➤ Strengthen enterprise negotiation leverage