

Non-Compete / Trade Secrets

Human capital, intellectual property and customer relationships are among our clients' most valuable assets. Our attorneys help protect the substantial investment employers make in recruiting and retaining clients and staff, and in the ideas, data, proprietary information and revenue they generate.

The time, effort, money and resources that companies spend negotiating customer prices, vendor costs, rebate programs, volume discounts, supply-chain strategies and other commercial arrangements should not be placed at risk whenever an employee leaves his or her employment or accesses information from a company database. Our attorneys analyze our clients' businesses, identify aspects of the operations that leave the investment in human capital, intellectual property and/or client relationships open to competitive attack, and propose legal strategies, including any needed operational adjustments, to help protect those investments.

We also defend those investments in court, litigating temporary restraining orders, preliminary and permanent injunctions and actions for damages and other commercial remedies against those who seek to engage in unfair competition.

Experience

Below is a representative sample of the types of services we provide our clients in connection with restrictive covenants and trade secrets in multiple jurisdictions:

- ✓ Representing our clients in state and federal courts in actions for injunctive relief and damages arising from an employee's alleged violation of contractual obligations and/or misappropriation of trade secrets, and issuing cease and desist notices to those who may violate our clients' rights to protect their investments in advance of receiving any court-issued relief.
- ✓ Analyzing and deconstructing our clients' operations to identify areas where the investment in human capital, trade secrets and customer relationships is subject to potential competitive attack, and recommending operational adjustments needed to comply with statutory protections under state and

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federal law, contracts, policies, and other legal strategies available.

- ✓ Drafting, reviewing and recommending changes to agreements that limit an employee's disclosure of company information or impose post-employment restrictions on an employee's ability to compete with or solicit a company's customers, employees or vendors, including non-compete agreements, confidentiality agreements, non-solicitation agreements, stock-ownership agreements, phantom stock agreements, membership agreements, severance agreements, settlement agreements and buy-sell agreements, among others.
- ✓ Drafting, reviewing and recommending changes to agreements that limit the ability of our clients' customers and vendors to disclose proprietary company information so as to preserve and protect trade secrets and other intellectual property rights in such information, such as negotiated costs, negotiated prices, rebate programs, discount programs, supply-chain strategies and other commercial arrangements.
- ✓ Drafting, reviewing and recommending changes to company policies that regulate an employee's access to and use of proprietary company information so as to preserve and protect trade secret and other intellectual property rights in such information.
- ✓ Reviewing and recommending changes to asset purchase agreements, stock purchase agreements and other change-in-control documents so that the purchaser's right to enforce the target company's contractual restrictions on its employees can be enforced by the purchaser after the deal closes.
- ✓ Reviewing existing contractual restrictions on applicants being recruited to provide advice regarding the potential risks of hiring such applicants, and, where necessary, negotiating restructuring of such contractual restrictions with the current employer to eliminate risk, and/or filing declaratory judgment actions to obtain court determinations on the scope of such restrictions.
- ✓ Reviewing and recommending changes to compensation strategies, which are often a major driver in employee movement, to try to minimize the risk a workforce will be raided and/or valued employees leave.
- ✓ The law varies from state-to-state concerning whether and under what circumstances courts will enforce agreements that restrict an employee's ability to compete, solicit employees, solicit vendors and customers, and use and disclose proprietary information. We provide multi-state analysis and review of employment agreements with a view toward each state's particular legal requirements.

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Our attorneys have successfully provided these services to clients operating in countless marketplaces, ranging from large cap publicly-owned corporations, to smaller privately owned employers, to start-up companies and family-owned businesses.

News, Events, and Publications

Partners Heather Becker, Antonio Caldarone and Jeffrey Fowler to Share Important Updates to Employment Laws at Laner Muchin's Annual Employment Law Conference on May 18, 2022

04.19.2022

Amber Cox Discusses Key Developments in Labor and Employment Laws and Strategies for Employers in 2021 and the Coming Year in a Recent *Crain's Chicago Business* Labor and Employment Law Roundtable Discussion

10.11.2021

Illinois Supreme Court Reaches Decision in the Rosenbach "Biometric" Case

01.26.2019

New Development In The Enforceability of Non-Compete Agreements

09.21.2015