

THE SCIENCE OF ARTFUL DRAFTING

Identifying Key Issues Crafting Effective Provisions

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— Approach & Methodology —

- **APPROACH:**
 - Hypothetical license situation
 - Interactive analysis & development
- **METHODOLOGY:**
 - Identify key issues
 - Discuss “1st-Draft” language
 - Share approaches

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— Fact Situation —

- **LICENSOR: CoolU**, a major university
- **LICENSEE #1: NewCo**, start-up in drug discovery
- **LICENSEE #2: BigCorp**, major chem/bio firm
- **TECHNOLOGY:**
 - Sensor device capable of imaging molecules
 - Software for characterizing molecules & identifying by comparing to database of known molecular groups
 - Database of some known molecular identities
 - Expertise in selecting high-probability candidates and selecting proper imaging intervals

KEY LICENSE PROVISIONS

- DEFINITIONS
- LICENSE GRANTS
- SUBLICENSES
- CONSIDERATION
- PAYMENTS & REPORTS
- DUE DILIGENCE
- DISPUTE RESOLUTION
- RECORDS & AUDITS
- INDEMNIFICATION & INSURANCE
- CHOICE OF LAW

THANKS FOR YOUR ATTENTION!

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