

Take Extra Steps Out of Drafting Intellectual Property Documents

LIVEDGAR's Precedent Authority is the premier resource for researching and drafting the documents commonly associated with intellectual property law.

SITUATION: Your client, a pharmaceutical company, has been approached by another company with a proposal to license one of your client's formulas. Specifically, you have been asked to research fee arrangements.

SOLUTION: From LIVEDGAR's Precedent Authority, you will be able to efficiently customize your research to focus on customary fee agreements in the pharmaceutical industry.

Precedent Authority is the only industry resource that lets you combine full-text search capabilities and fielded data so you can drill down into the specifics of any key document.

In addition, because Precedent Authority focuses on the specific titles, clauses and language associated with a document, it does not matter why the document was filed. LIVEDGAR searches across all form types to return all applicable results regardless of where the document was attached. This means you are assured of having access to the most complete collection of precedents in the industry.

STEP 1

In the Practice Area drop down menu, select Intellectual Property Models. Once the Document Type menu appears, expand it and check the box next to Licensing.

Selecting Intellectual Property and Licensing customizes your research and directs LIVEDGAR to only retrieve those documents that meet your specified criteria.

STEP 2

In the View Results section, select the Abbreviated Listing radio button.

Selecting the Abbreviated Listing option, directs LIVEDGAR to display a listing of results that includes the title of the document, filing company, date and number of pages.

STEP 3

In the Search for Documents By section, type the word *fee* in the Clause Title box.

STEP 4

Expand the Additional Search Criteria menu. Use the drop down menu in the SIC Code box and select "Pharmaceutical Preparations (2834)" and then click the Submit button.

By narrowly defining your search terms, you will be assured of returning results that apply to your situation. In this case, you will be able to view any licensing document that contains a Fee Clause in the pharmaceutical industry.

STEP 5

Click on any document of interest under the Title column to look at the full text of the cited item.

The first item in the full text view is the Table of Contents for the document, which includes links to all sections and clauses. You can click on any of the links to go directly to that section of the document or you can scroll below the table of contents to scan the entire document.

STEP 6

Click on the View All Hits link in the preview box.

This directs LIVEDGAR to display all hits in the document based on the search criteria you entered in Clause Title and SIC Codes fields. This allows you to easily focus on the language most pertinent to your project.

STEP 7

View, print, e-mail or save any document from results or take advantage of other powerful LIVEDGAR features such as Save Search and Alerts.

- **View, E-Mail, Print or Save** – Click on any of these options to view, e-mail, print or save any items of interest.
- **Save Search** – Click on Save Search and LIVEDGAR will prompt you to name your search and then it will automatically save it to the Searches area of MY LIVEDGAR where it can be reused at any time.
- **Alerts** – Click on Add as Alert to receive immediate notification via e-mail every time new information related to your search is added to LIVEDGAR.

STEP 8

Check the boxes next to the document header of those items you are most interested in reviewing and then click the Worklist link to add these items to your Worklist.

Clicking the Worklist link adds only the sections of the document you need to your Worklist allowing them to be stored for review at a later time.

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Precedent Authority Search Criteria
Clause Title: fee
Document types: Licensing
SIC Code: 2834

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Select/Unselect all

Hit	Title	Filing Company	Filing Date	Pages
<input type="checkbox"/> 1	Exhibit 10.3 EXCLUSIVE SUBLICENSE AG...	ADVANCED CELL TECHNOLOGY, INC.	05/15/06	39
<input type="checkbox"/> 2	EXHIBIT 10.3 CONFIDENTIAL TREATMENT...	AVANIR PHARMACEUTICALS	05/10/06	31
<input type="checkbox"/> 3	Exhibit 10.10 EXCLUSIVE LICENSE AGRE...	QUATRX PHARMACEUTICALS CO	04/20/06	43
<input type="checkbox"/> 4	EXHIBIT 10.7 EXCLUSIVE LICENSE AGRE...	QUATRX PHARMACEUTICALS CO	04/20/06	23
<input type="checkbox"/> 5	EXHIBIT 10.12 EXCLUSIVE LICENSE AGRE...	QUATRX PHARMACEUTICALS CO	04/20/06	26
<input type="checkbox"/> 6	LICENSE AND SUPPLY AGREEMENT	AMARILLO BIOSCIENCES INC	04/03/06	42
<input type="checkbox"/> 7	Exhibit 10.6 License Agreement	REXAHN PHARMACEUTICALS, INC.	03/31/06	23
<input type="checkbox"/> 8	RESEARCH AND LICENSE AGREEMENT	COMBINATORX, INC	03/20/06	59
<input type="checkbox"/> 9	LICENSE AND COLLABORATION AGREEMENT	ATHEROGENICS INC	03/10/06	93
<input type="checkbox"/> 10	EXHIBIT 10.1 COLUMBIA UNIVERSITY MED...	NEUROLOGIX INC/DE	11/14/05	12
<input type="checkbox"/> 11	Exhibit 10.16 LICENSE AGREEMENT	Molecular Insight Pharmaceuticals, Inc.	11/08/05	22
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<input type="checkbox"/> 13	EXHIBIT 10.16 AMENDED AND RESTATED L...	PREDIX PHARMACEUTICALS HOLDINGS INC	10/21/05	22
<input type="checkbox"/> 14	RESEARCH COLLABORATION AND LICENSE AG...	ALNYLAM PHARMACEUTICALS, INC.	10/12/05	107
<input type="checkbox"/> 15	EXHIBIT 10.16 AMENDED AND RESTATED L...	PREDIX PHARMACEUTICALS HOLDINGS INC	09/30/05	21

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ADVANCED CELL TECHNOLOGY, INC.
Exhibit 10.3 EXCLUSIVE SUBLICENSE AGREEMENT filed 05/15/06

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[Exhibit 10.3 EXCLUSIVE SUBLICENSE AGREEMENT](#)
Governing Law: Commonwealth of Massachusetts
Party: TranXenoGen, Inc.
Jurisdiction: Delaware corporation
Party: Advanced Cell Technology, Inc.
Jurisdiction: Delaware corporation
Party: Brandeis University

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Precedent Authority Search Criteria
Clause Title: fee
Document Types: Licensing
SIC Codes: 2834

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Exhibit 10.3 EXCLUSIVE SUBLICENSE AGREEMENT filed 05/15/06

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expiration or termination of the last applicable Valid Claim within the Patent Rights in the country in the Territory in which the Licensed Product or Licensed Service is sold.

> 3.3 License Maintenance **Fee**.
(a) Subject to the terms and conditions of this Agreement (including without limitation subsections (b) and (c) of this Section 3.3), on January 1, 2007, and on each January 1 thereafter during the term of this Agreement, Licensee shall pay TXG an annual maintenance fee of \$25,000 (the "Maintenance Fee Period").

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TXG. Conversion of foreign currency to U.S. dollars shall be made at the conversion rate reported in The Wall Street Journal on the last working day of the calendar quarter to which the payment relates.

< 3.8 Late **Fee**
Licensee shall pay TXG interest on any overdue amounts at the rate of one percent (1%) per month and twelve percent (12%) per annum, from the date when

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