

Our legal services

We provide high-quality legal services to the business and research communities. Our clients include companies (both public and privately-owned), universities, research institutes, hospitals, funding charities, individual inventors, and other organisations and individuals.

"We use Mark Anderson a great deal. I've done so for over a decade. Great for any matters contractual or IP or sound commercial advice." – **University client**

Most of our work involves drafting, negotiating or advising on commercial agreements. We have a strong focus on agreements that are concerned with intellectual property rights or research and development. We also advise on the complete range of agreements that our technology clients encounter, from multi-million Euro joint ventures to small-scale consultancy contracts. We have experience of assisting clients with disputes over agreements, including disputed terminations and claims for compensation.

We place a high priority on providing a prompt and responsive service, understanding each client's requirements and objectives, and working with the client as part of their team.



What makes us distinctive as legal advisers?

Many law firms are essentially the same – they provide a professional service based on legal skills and experience, as well as knowledge of the type of transaction or matter under consideration. Your choice of lawyer may depend on several factors, including quality, experience, and cost. These factors can usually be reduced to a single question: is this the right lawyer (or law firm) for the project? What makes us distinctive as legal advisers? In brief:

→ **Quality.** We place a strong emphasis on quality - quality of legal advice, and quality (including speed) of service. Although we are a small firm, we consider our main competitors to be the specialist IP and commercial departments of the leading UK law firms.

→ **Meeting your priorities.** Balancing legal quality with commercial realism, without sacrificing either, is a hard-learned skill that requires constant practice. We try to provide the service that you want, which is not always the same as the service that lawyers traditionally provide. With over 20 years' experience of working closely with technology-based companies and universities, we have real insight into their needs and priorities. Many of our clients think of us as their in-house lawyers or as part of their commercial team.

→ **Price.** We are set up as a 'virtual' firm, with a small headquarters office in South Oxfordshire. This keeps our administrative costs down, and is reflected in our charging rates. We believe our rates are generally consistent with a common-sense view of appropriate rates for high-quality, professional services, outside the artificial bubble of investment-driven deals in the City of London. Where we provide in-house lawyer services, this can be more efficient and cost-effective for the client than employing a full-time lawyer, once all the overheads and administration associated with recruitment, employment, continuing education and support of a lawyer are taken into consideration.

"This draft agreement was very well done – I think the way you approached the definition of an invention was spot on."

**Technology start-up
company owner/
manager**



Our background...

After 17 years of practice as Anderson & Company, the firm converted to a limited liability partnership, Anderson Law LLP, in 2011. Mark Anderson, now Managing Partner, founded Anderson & Company in 1994 after spending 10 years in practice as an in-house lawyer and with a specialist IP law firm, Bristows.

To date, our firm has expanded largely on the basis of personal recommendations and contacts. If you have positive experiences of our services, I hope you will help us develop further by telling others about us. If you don't know us, and are considering which law firm to instruct, I hope you will tell us so that we can put you in touch with some of our existing clients. Some kind words from our clients appear throughout this brochure.

We have advised public and private companies in the technology sector and well-known universities (including two of the world's top ten) for many years. Some of our agreements have been filed by clients with the US Securities and Exchange Commission as "material contracts" (Websearch our postcode to find them), whilst versions of our template agreements are regularly used by leading UK universities.

Our staff includes lawyers with science and computing degrees, as well as a notary public.

Mark is a member of the Intellectual Property Working Party of the Law Society of England and Wales, and a member of the Lambert Working Group on university research agreements.



Welcome from Mark Anderson, Managing Partner, Anderson Law LLP

Welcome to Anderson Law LLP.

With our recent change of status to an LLP, we have taken the opportunity to update our brochure. The essence of our firm remains unchanged, though. We aim to provide high-quality advice and assistance, and a prompt and efficient service, and to be lawyers who are engaging and good to work with.

In the previous edition of this brochure, I commented on how our junior lawyers had been impressing clients with their legal aptitude, commercial nous and commitment to client service. One of those lawyers, Paul Maclennan, has now become a partner (member) in Anderson Law. I hope to see other members of the team joining us as partners in due course.



A brochure of this kind can only give an overview of the legal services, training courses and publications in which we are involved. If you have any specific queries on our services, I hope you will call or email me. Alternatively you may wish to visit our website – www.andlaw.eu – or our blog – www.ipdraughts.wordpress.com – where we comment on legal issues that affect our clients. Please feel free to add comments on the blog, particularly if you agree or disagree with what we are saying.

"I should also specifically note to congratulate you for having brought Mark Anderson on board to handle the contracts. He demonstrated an excellent grasp of what needed to be done..."

– North American biotech client



Reality check

Clients use us because we are good at what we do, because they like working with us, and because we are more cost-effective than a major City firm. But in our present set-up we are not a credible choice for fronting a major corporate transaction, such as an initial public offering (IPO). Equally, the firm that fronts a major corporate transaction may not be the most experienced or cost-effective for the type of work that we do.

Some of our most important clients use us for some transactions, and a major firm for other transactions. We have experience of working with national and international law firms to provide a seamless service to the client. We also have experience of helping clients to appoint a major firm of lawyers, including sitting on the appointment panel.

We focus on commercial and intellectual property law, and leave other specialist areas, such as investment, property leases and employment disputes, to others (including people we have worked with for several years in other firms). We can, however, act as “general practitioners” in most areas of business law. In common with GPs in the medical field, we know when a specialist opinion is needed, and we can recommend specialist lawyers when appropriate (either as sub-contractors to Anderson Law or as direct advisers to the client). If overseas legal advice is required, we know suitable corporate, commercial and IP lawyers in several major jurisdictions, with whom we have worked on client work or legal writing projects.

“You provide very good value for money. I probably shouldn't be telling you this...!”

– Finance Director

Client example:

PIRAMED LIMITED

Piramed Limited is a UK biotech company that was incorporated in 2001 and received substantial private investment from 2003 onwards. Its major investors were J.P. Morgan Partners and Merlin Biosciences, which between them invested \$17 million in the company. In 2008, the company was acquired by Roche for an upfront payment of \$160 million plus certain additional payments.

From 2003, the firm has advised the company on a wide range of legal matters, including MTAs, CDAs, R&D contracts, agreements relating to clinical trials, IP licence agreements, employment and consultancy issues, share option schemes (including negotiation of share valuation with HMRC), subsequent investment rounds and procurement of major equipment. We have worked closely with various levels of management, including CEO, CSO, Finance Director, business development and research managers.



Bio-pharma...

Key facts about our bio-pharma practice

→ We have advised seventeen of the current members of the UK BioIndustry Association (BIA), and have been involved in transactions involving another twenty current members (not our clients). Mark Anderson is a former Secretary of the Regulatory Affairs and Intellectual Property Committee of the BIA.



→ Significant biotech clients over the years have included Antisoma, Piramed, Sosei, Xenova and YM Biosciences. We are used to working with both publicly-quoted companies and private companies that have institutional or “business angel” investors.

→ Our lawyers have attended negotiations over bio-pharma contracts in the US, Japan and other European countries.

→ We have also advised leading universities and research institutes on biotech transactions, including Imperial College, University College London and the Flanders Inter-university Institute for Biotechnology.

→ In collaboration with lawyers in other European countries, we have written *Drafting Agreements in the Biotechnology and Pharmaceutical Industries*, published by Oxford University Press. This is the first book in Europe on biotech transactions which includes 36 template agreements and commentary.

→ We regularly give training on bio-pharma transactions, for clients and for commercial conference organisers.

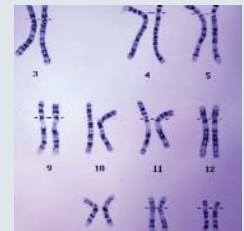
“Many thanks for your very excellent input [in the negotiations] this morning.”

– UK biotech client

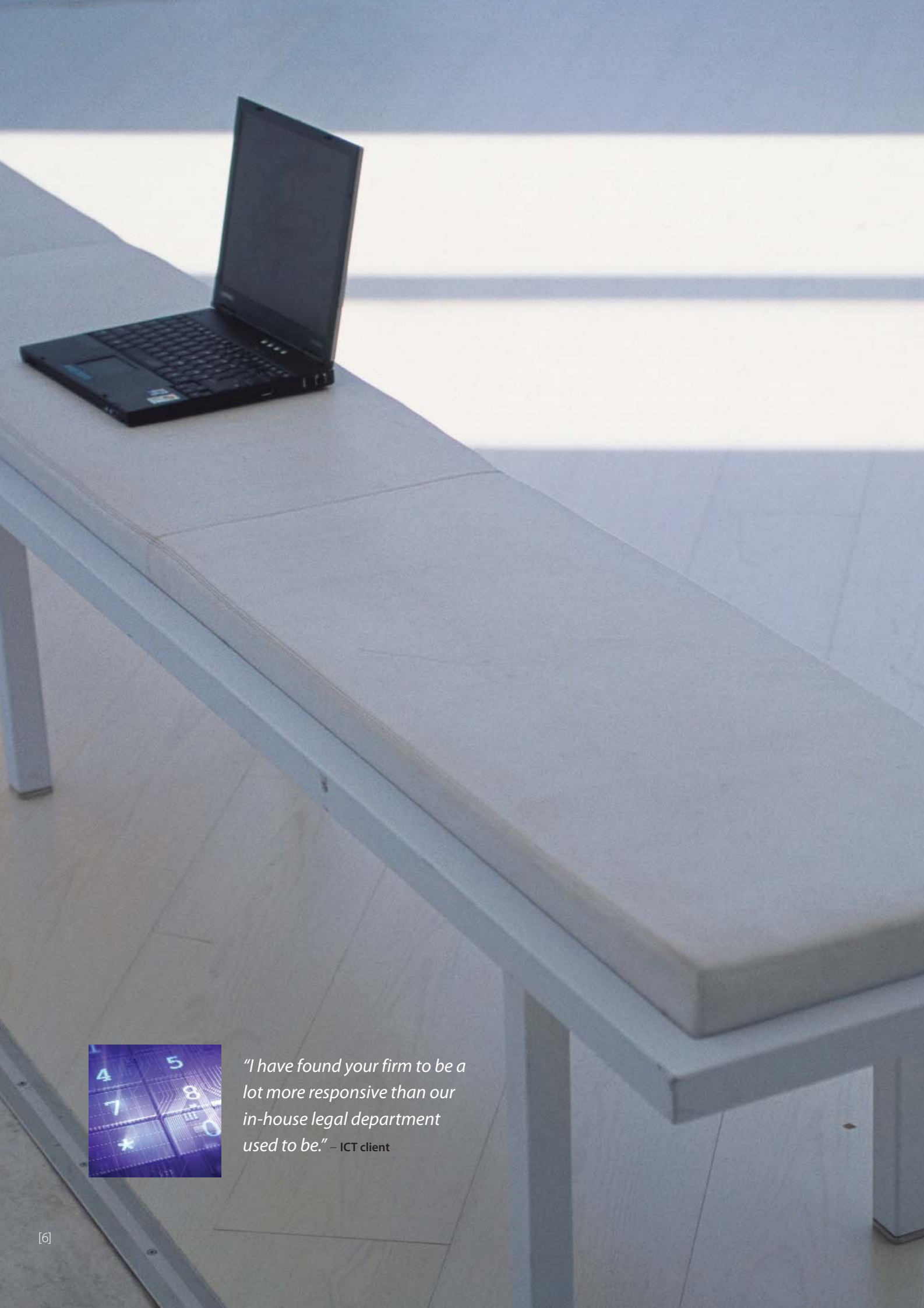


Our recent transactions and matters in the bio-pharma sector:

- Drafting standard distribution agreements for a European pharmaceutical company
- A disputed termination of a major contract to purchase laboratory equipment, where we assisted our biotech client to obtain a full refund of the price paid, plus a proportion of legal costs
- Negotiations over a management buy-out of part of a listed biotech company
- Advising a Swiss biotech company on a licensing agreement with a well-known UK biotech company
- Terminating a joint venture between a biotech company and a medical charity, including transfer of assets and appointment of a liquidator
- Advising a North American biotech company on its rights under an existing licence agreement with a European licensee





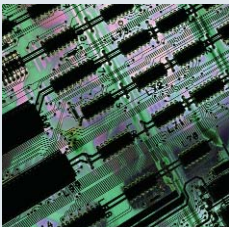


"I have found your firm to be a lot more responsive than our in-house legal department used to be." – ICT client

Information & communications technology...

Our recent transactions and matters in the ICT sector

- Assisting a software company with the negotiation of major supply and licensing deals with international companies
- Advising a computer games company on the terms of licensing agreements with major gaming companies
- Advising a private software company in the financial services sector on re-structuring its international activities, including liaising with US lawyers over various contracts in relation to a US joint venture
- Following the acquisition, by our client, of another software company, advising the client on re-negotiation of the other software company's main trading contracts
- Advising the prospective chairman of a company that develops and supplies process automation software on investment and personal consultancy agreements with the company
- Advising a corporate client in the software sector on the implications of non-compete covenants in the employment contract of a prospective employee involved in sales and marketing



Key facts about our ICT practice

- ✦ We have advised a wide range of companies in the information and communications technology (ICT) sector over the last 25 years. Our recent clients include an international company that provides short-messaging software and systems for mobile phone networks, an Australian company that provides management software for schools, a UK/New Zealand company that develops trading systems for financial institutions, a computer games company, and a company that hosts a social networking website for musicians.
- ✦ We have also assisted several leading UK universities on technology licensing projects in the ICT sector, including projects that concerned electronic atlases, body imaging for clothing suppliers, and security scanning.
- ✦ Our lawyers have attended negotiations over ICT contracts in Japan, the US and other European countries.
- ✦ One of our associates works approximately two days per week for one of our major ICT clients.
- ✦ Several of our lawyers have experience of computer programming or working in the software industry prior to qualifying as lawyers.



Client example: **AIRWIDE SOLUTIONS LIMITED**

Airwide Solutions is an international corporation that supplies software for use in mobile phone networks. Airwide is headquartered in North America, and has offices in locations around the world including Europe, Australia and the Far East. Its worldwide customers include household names in the mobile phone market. Its investors include financial institutions in the US and elsewhere.

Since 2003, we have advised Airwide on a range of business law issues, including commercial contracts, in-licensing, out-licensing, employment issues and other matters. Since 2007, our Partner, Paul Maclennan has been spending approximately 2 days per week on Airwide matters, and has attended negotiations in the UK and overseas on behalf of the company.

Universities & charities...

Key facts about our universities and charities practice

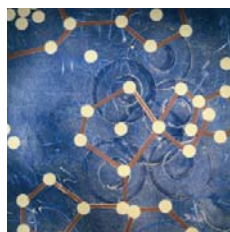
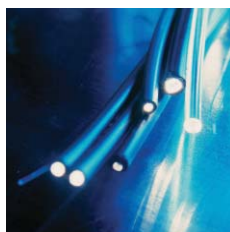
- We have worked closely with universities since the firm was established in 1994. Mark Anderson has advised parts of University College London since 1988.
- Regular clients have included University College London and Imperial College, and their respective technology transfer companies. The firm is a former company secretary of Imperial Innovations Limited. We have also advised another five members of the Russell Group of leading UK universities, and other universities including the City University (London) and the Flanders Inter-university Institute for Biotechnology.
- We have advised numerous charities (including several cancer charities), health trusts and other non-commercial organisations, as well as individual academics and medical consultants.



- The firm regularly seconds staff to work part-time in the research contracts or technology transfer groups of universities (the longest of these secondments ran for over 5 years). Secondments have been arranged with UCL, Imperial College and Southampton University.
- We wrote the 9 guides to University Commercialisation Agreements for the University Companies Association (UNICO), funded by the UK Department of Trade and Industry.

- Mark Anderson is a regular speaker on the Advanced Licensing course, run every 6 months by Praxis for technology transfer managers in the university and charity sector. He is also a speaker at the annual courses run by ASTP for technology transfer managers across Europe.

"[Anderson Law] has been our saviour and shining light on many occasions." – Senior manager, university client



Our recent transactions and matters in the university and charities sector:

- Advising a leading university on the terms of its master services agreement with its technology transfer company
- Assisting with numerous technology licence agreements (both in-licensing and out-licensing), contracts concerning spin-out companies, research contracts, MTAs and other contracts
- Drafting a consortium agreement for a major academic collaboration in the field of HIV/AIDS
- Negotiating with the Bill and Melinda Gates Foundation, over the terms of several major funding agreements and collaborations
- Advising on documentation associated with academic joint venture companies, that are designed to pool the expertise of several institutions in a particular field
- Undertaking 'due diligence' on the ownership of academic technology, prior to the formation of a spin-out company to exploit that technology
- Resolving a dispute over the execution of patent assignments
- Advising a university on compliance with the Human Tissue Act 2004





Exclusiv

- X hereby grants Y an exclus
- X grants Y a sole licence
- Y is granted a sole and excl
- to grant Y a co-exc

Training services...

Comments about our courses...

- *"It was a great presentation and very useful. Hope you didn't mind all the questions, it was so good to be able to clear up all those niggling little questions that build up over standard contractual provisions. I would highly recommend this presentation to colleagues."*
- *"Comprehensive, focussed, well presented, good documentation."*
- *"Very good course. The examples in the materials are very useful and clear, the balance between theoretical comments, examples and anecdotes was perfect. Mark Anderson was very open and co-operative. Excellent speaker."*
- *"I particularly enjoyed your workshop, stimulating much discussion among a number of us over the course of the two days."*
- *"Just wanted to thank you for organising the above course which I went to yesterday. I thought it was excellent. I thought Mark was informative and extremely interesting and we were all commenting on how nice he was."*

"This letter is excellent – it's so well argued, I can't see how they can disagree with the conclusion."

– UK company client

Key facts about our training services

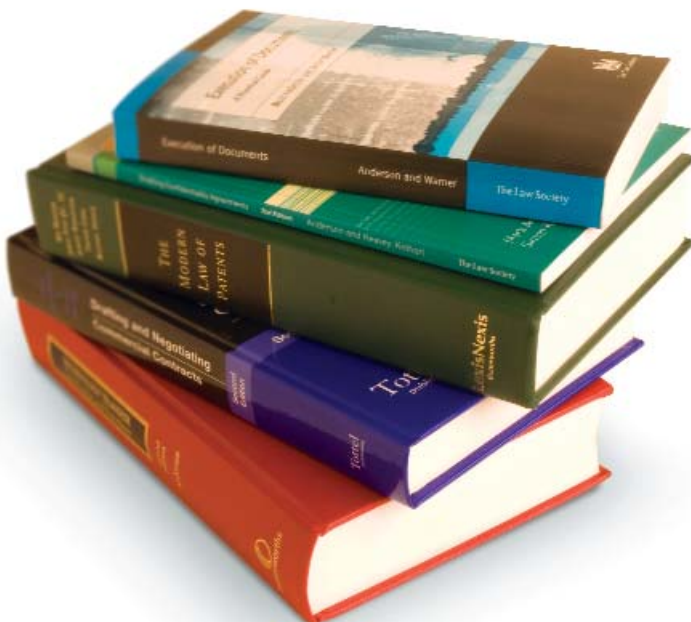
- ⇨ We have run training courses, and spoken at conferences, for several years. On average, Mark Anderson gives one day of training per fortnight throughout the year.
- ⇨ Our training is usually concerned with drafting contracts (e.g. licence agreements or standard conditions of sale), or practical legal subjects (e.g. warranties in commercial contracts, or intellectual property issues).
- ⇨ We can provide training for staff with different levels of legal knowledge and experience, from secretarial staff, to project managers, to commercial negotiators, to practising lawyers.
- ⇨ Courses are run through Praxis, ASTP, commercial conference organisers (e.g. Falconbury, Hawksmere or Management Forum) or directly by Anderson Law. Commercial conferences are usually run in London. In-house courses can also be arranged.
- ⇨ Topics on which we can run courses for you include the following (please ask about any other subjects in which you are interested):
 - Introduction to contracts
 - Drafting legal clauses – warranties, liability, indemnities and boilerplate clauses
 - Drafting licence agreements
 - Masterclass on patent licensing
 - Drafting agreements in the software industry
 - Drafting agreements in the biotech industry
 - Drafting clinical trials agreements
 - Business aspects of intellectual property



Publications...

Key facts about our publications

- We have written or contributed to six books, one loose-leaf publication, and several volumes of the Encyclopedia of Forms and Precedents (LexisNexis). These publications can be ordered through the Amazon website, from specialist legal bookshops (e.g. Hammicks, at the bottom of Chancery Lane, London), or (usually) directly from the publishers.
- Topics covered by our books include patent licensing, technology transfer, confidentiality agreements, drafting contracts, boilerplate clauses, execution of documents, and bio-pharma industry transactions. Most of our books include template agreements or clauses.
- The titles of our books include:
 - Technology Transfer – Law, Practice & Precedents
 - Drafting and Negotiating Commercial Contracts
 - A-Z Guide to Boilerplate and Commercial Clauses
 - Drafting Confidentiality Agreements
 - Execution of Documents
 - Modern Law of Patents (chapter on transactions)
 - Drafting Agreements in the Biotechnology and Pharmaceutical Industries
- Further details on our books can be found on our website at www.andlaw.eu.



Comments about our publications...

Technology Transfer – Law, Practice and Precedents

"I've just purchased your new book on technology transfer and I wanted to let you know how good it is. It's refreshing to find a law book that focuses on the practical aspects and doesn't drown the reader in theory." – **reader comment**

"All practitioners who deal with technology transfer arrangements in England and Wales should own a copy of this work." – **The Journal of E-commerce, Technology and Communications**

Drafting Confidentiality Agreements

"An excellent and practical guide."
– **The Practical Lawyer**

Execution of Documents

"This is, for a highly technical law book, a riveting read. Keep it on your shelves and you'll be confident that you will have the answer to most issues about how to make a legal document work." – **New Law Journal**

A-Z Guide to Boilerplate and Commercial Clauses

"An extremely useful reference work, the book will be of great benefit to in-house counsel drafting commercial contracts."
– **the In-House Lawyer** *"...a useful addition to the practitioner's library. Anderson's book is to be welcomed."* – **Legal Week**
"Well done Mark and Victor." – **IP Kat**

Drafting and Negotiating Commercial Contracts

"The second edition of 'Drafting and Negotiating Commercial Contracts' is extremely welcome... It is one of the best, if not the best, texts on the principles of commercial drafting."
– **Student Law Journal**



Contacting us:

Please contact Mark Anderson by email at mark@andlaw.eu or by telephone on 01865 858 878.

ANDERSONLAW LLP
The Technology Law Practice™

Our web-site address is:

www.andlaw.eu

Our postal address is:

Anderson Law LLP
76 Wallingford Road
Shillingford
Oxfordshire
OX10 7EU.

Our offices are based in Shillingford, Oxfordshire, on the banks of the River Thames. We can offer training services or meetings at our offices for up to 10 people.

Anderson Law LLP is a limited liability partnership registered in England and Wales (Registered No. OC363977). We use the word partner to refer to a member of the LLP.

