

Presenter's credentials

The workshop has been designed, and will be run, by Mark Anderson. His credentials are:

- **Solicitor:** He is a practising solicitor, who is recommended in Chambers Directory 2013 for both life science transactions and IP. He is recommended in the international guide, IAM Patent 1000 2013, as a leading UK lawyer in the field of IP licensing. His blog on IP contracts, IP Draughts, was made a member of the Blawg100 by the American Bar Association in 2012. He is a Certified Licensing Professional (a qualification established by the Licensing Executives Society (US and Canada)).
- **Author:** He is the author or co-author of 7 practitioner texts on IP and contract drafting subjects, published by OUP, LexisNexis, Bloomsbury and Law Society Publishing. These include:
 - *Technology Transfer* (3rd edn, Bloomsbury, 2010). 'All practitioners who deal with technology transfer arrangements in England and Wales should own a copy of this work.' (Journal of E-commerce, Technology and Communications)
 - *Drafting and Negotiating Commercial Contracts* (3rd edn, Bloomsbury, 2010). 'It is one of the best, if not the best, texts on the principles of commercial drafting... The material is extremely well written and accessible.' (Student Law Journal).
 - *Execution of Documents* (2nd edn, Law Society, 2008). '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* (3rd edn, Bloomsbury, 2010). 'An extremely useful reference work, the book will be of great benefit to in-house counsel drafting commercial contracts' (the In-House Lawyer). '[The book] is very useful and I hope that it will reach a wider audience.' (His Honour Humphrey Lloyd QC, The International Construction Law Review).
- **Drafter:** He and his colleagues have drafted hundreds of precedents for commercial contracts, which have been published by OUP, LexisNexis and others. Their latest project is a 1,500-page loose-leaf for OUP comprising precedents and associated commentary on international life science agreements. As General Editor, Mark has coordinated commentary from commercial

lawyers in 7 countries, including the UK, US, Germany and France. This has provided him with detailed insights into drafting issues in several common law and civil code jurisdictions.

- **Trainer:** He has run CPD courses on contract drafting subjects for the last 15 years, and is the course director of a 5-day course, *Intellectual Property Transactions: Law and Practice*, which is run by the Institute of Brands and Innovation Law at University College London.

Course details

Duration: The course will provide the equivalent of 6 hours CPD.

Price: The course fee is £350 plus VAT per person. The price includes course materials, a light lunch, coffee and tea. 10% discount if two or more people attend from the same organisation.

We can arrange in-house courses for a fixed price at your premises, for between 5 and 20 people. We usually price these on the basis that the client arranges and pays for copying of course materials and the provision of a conference room, lunch, coffee and tea. Please ask for further details. For example, an in-house course within 100 miles of our offices would cost in the region of £1,750 plus VAT. This price assumes it is a standard course without "tailoring" for the client (which we are happy to discuss).

Location and dates

To be confirmed. Previous courses have been held in lecture facilities at University College London.

For further information about us, please visit our website at www.andlaw.eu or our blog at www.ipdraughts.wordpress.com. Please register your interest in attending one of our courses by contacting Mark Anderson at:

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Intellectual Property Licensing: An advanced-level drafting workshop

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Intellectual Property Licensing:

an advanced-level drafting workshop

The terms of intellectual property (IP) licence agreements are sometimes lengthy and complex, with many points of drafting detail whose significance is not always obvious to the beginner. These details can be important. For example, fine-tuning the wording of a net-sales definition or a royalty-stacking clause can significantly affect the financial return that the agreement brings. Drafting and negotiating licence agreements requires a special set of skills and knowledge.

This practical workshop will provide training and “hands-on” experience in the drafting of IP licence agreements. It is intended for people who already have at least a year’s day-to-day experience of drafting and negotiating IP-related agreements, and who wish to take their skills to an advanced level.

Specific topics to be considered in the workshop will include:

- **The grant clause and associated definitions:** which IP, which licensed acts, which field and territory, how much exclusivity; is sublicensing allowed; licence or covenant not to sue; improvements; grant-backs; competition law issues; achieving clarity and accuracy, avoiding circularity and other pitfalls.
- **Warranties, liability and indemnities:** understanding the risks and market practice; getting instructions; thinking through the complexities and drafting with simplicity; avoiding turgid templates.
- **Payment terms:** upfront and milestone payments; other fees; royalties on net sales, net receipts or profits; avoiding arithmetic ambiguities; royalty-stacking clauses; withholding tax terms; VAT, interest, and other standard payment terms; auditing and reports; most favoured licensee terms
- **Performance obligations:** minimum sales, minimum performance, etc; general obligations of ‘best efforts’, etc; resolving disputes over performance; consequences of non-performance, including termination, loss of exclusivity, changing commercial terms.
- **Termination:** commencement and expiry; rights of termination; consequences of termination
- **Law and jurisdiction:** choices in international IP agreements, including law, jurisdiction, arbitration, mediation, etc; which is best?
- **Other clauses:** including IP management; confidentiality; assignment and change of control.

Who should attend?

This workshop is designed for principally for IP lawyers and other practitioners who are familiar with contract law, IP law and the basic principles of contract drafting, and who would like to increase their knowledge, and practise their drafting skills, with other experienced practitioners.

Attendees will have at least a year’s day-to-day experience of drafting IP-related agreements, and will probably have attended courses on the subject, prior to attending the workshop. This course is designed to be complementary to:

- The University College London 5-day practitioner course, *Intellectual Property Transactions: Law and Practice*
- The Anderson Law 1-day course on *Drafting and Understanding Legal Provisions in Contracts*
- The Anderson Law 1-day course on *Contract Drafting: an Advanced-Level Workshop*

This course focuses on detailed commercial, legal and practice issues that arise when drafting an IP licence agreement, and on how to take account of these issues when drafting that agreement. We will be referring to examples of wording from a licence agreement throughout the day.

What the course is not: Just to be clear, this course:

- Is not a course on IP law or contract law, although some practical aspects of these laws will be discussed in the time available.
- Does not discuss general contract drafting ‘best practice’ in the level of detail that *Contract Drafting: an Advanced-Level Workshop* does.
- Does not provide an in-depth discussion of the general principles and practice of warranties and liability clauses, or of boilerplate clauses; these are discussed in *Drafting and Understanding Legal Provisions in Contracts*. This course will focus on some specific warranty and liability terms that are encountered in licence agreements.
- Does not tell you what royalty rates to propose or accept in licence agreements. This course will focus on the drafter’s role in preparing and negotiating suitable terms based on a client’s commercial instructions.

Preparation for the workshop?

Although not essential, attendees may find it helpful to read the following practitioner texts as preparation for the workshop:

- *Technology Transfer*, Mark Anderson (3rd edition, Bloomsbury Professional, 2010) – includes discussion of licence agreements from perspective of English law
- *Drafting Patent License Agreements*, Brunsvold et al (7th edn, Bloomberg BNA, 2012) - excellent US text

Comments from previous attendees of Anderson Law course on Advanced Contract Drafting

‘The presenter was good and very clear.’

‘Well presented, good slides, good examples.’

‘Very worthwhile & informative session on issues in contract-drafting’

(Average score for speaker presentation, technical content and documentation: 4.5 out of 5)

Programme

9.30 **Introduction to today’s workshop**

9.45 **Licence scope and related issues**

11.00 **Coffee**

11.15 **Warranties, liability and indemnities**

12.45 **Lunch**

13.45 **Payment terms**

13.45 **Performance obligations**

15.15 **Tea**

15.30 **Duration, termination, and consequences of termination
Law and jurisdiction
Other terms**

16.30 **Group discussion: finding a workable compromise on contentious clauses**

17.00 **Close of workshop**