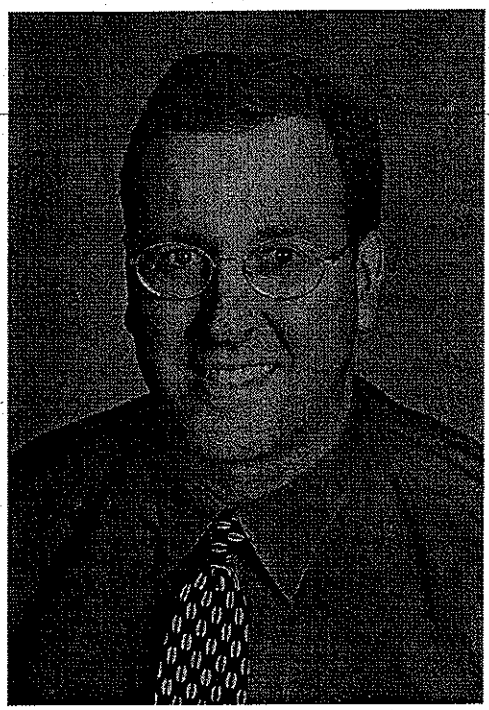
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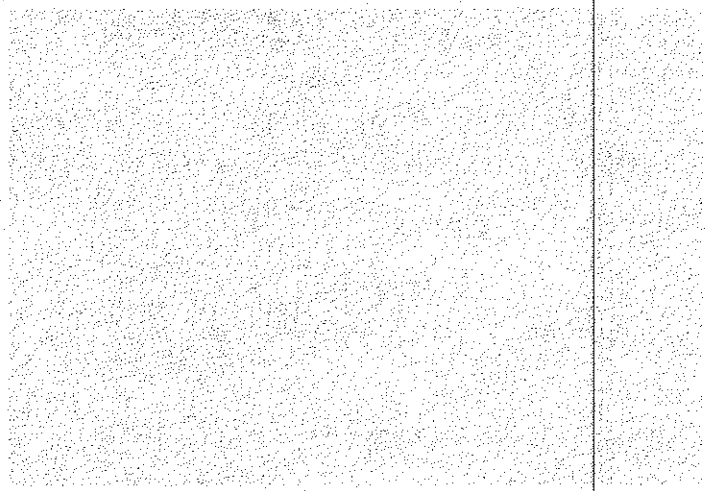
Christopher J. Denn

Chris is a member in the firm's Boston office, practicing in the Business and Finance Section. He has extensive experience with commercial law, pharmaceutical and biotechnology licensing and joint ventures, food and drug regulatory matters and dispute resolution.

Prior to joining the firm, Chris held various positions at AstraZeneca, a global pharmaceutical company, where his responsibilities included negotiating and drafting license agreements for drug compounds and related technology and a broad range of agreements facilitating drug discovery, product development, and sales and marketing efforts.

In addition, while employed by another Boston-area law firm, Chris handled general corporate and securities matters. He provided general legal advice and services to businesses including shareholder relations, credit and financial matters, strategic planning, and corporate governance issues.

Chris is admitted to practice in Massachusetts. He received his B.A. *cum laude* from Connecticut College in 1986, where he was a member of Phi Beta Kappa. He was awarded his J.D. *cum laude* from Boston College Law School in 1991.



Biotech Licensing

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Available Options

- Deals range from simple "naked" patent licenses to complex collaborations

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Available Options

Licensed IP:

- **Patents**
- **Copyrights**
- **Trademarks**
- **Trade Secrets and Know-How**
- **Biological Materials**

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Available Options

Licensed IP:

- **Biological Materials**
- **Ownership of the physical material**
- **Progeny, mutations, derivatives**

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Available Options

Rights Granted

- **Make (have made)**
- **Use**
- **Sell**
- **Import**

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Available Options

Field of Use

- **Grant to Licensee**
- **Retained by Licensor**

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Available Options

Exclusivity

- **Exclusive**
- **Sole**
- **Nonexclusive**

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Available Options

Sublicense Rights

- **Naked Sublicense**
- **Sublicense packaged with license technology**

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Available Options

Territorial Restrictions

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Available Options

Future Developments

- **Improvements by Licensor**
- **Grantbacks by Licensee**

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Elements of a License

Warranties and Covenants

- **Confidentiality**
- **Publication**
- **Ownership**
- **Validity**
- **Non-Infringement**

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Elements of a License

Warranties and Covenants

- **Licensee Performance**
- **Diligence**

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Elements of a License

Royalties and Fees

- **Up-front payments**
- **Milestones**
- **Compensation for services**
- **Earned royalty**

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Elements of a License

Earned Royalty

- **Royalty base**
- **Royalty rate**
- **Royalty reductions**
- **Royalty period**
- **Minimum royalty**
- **Payments from sublicensees**

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Elements of a License

Earned Royalty

- **Tax withholding**
- **Currency conversion**
- **Audit**

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Elements of a License

Intellectual Property Issues

- **Prosecution and defense of patents**
- **Third party infringers**

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Elements of a License

Term and Termination

- **Breach**
- **Patent Expiration**
- **For Convenience**

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Other Issues

Hart –Scott– Radino

- **Size of persons**
- **Size of transaction**
- **Notification**
- **Waiting period and early termination**

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