

(CHECKLIST FOR REVIEWING A LICENSE AGREEMENT)

1. Introductory Statement

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2. The Property

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3. Licensed Products

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4. The Grant of Rights

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5. Sublicense

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6. Reservation of Rights

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7. Territory

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8. Term

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9. Payment

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10. Payment Statements

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11. Late Payments and Audit Rights

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12. Warranties and Indemnification

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13. Intellectual Property Protection

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14. Exploitation

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15. Samples and Quality Control

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16. Insurance

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17. Confidentiality

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18. Termination

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19. Post-Termination

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20. Survival

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21. Attorneys' Fees

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22. Arbitration or Mediation

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23. Governing Law

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24. Jurisdiction

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25. Assignability

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26. New Inventions

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27. Grant Back of Improvements

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28. Escrow Provisions

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29. Exhibits and Attachments

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30. Miscellaneous Provisions

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a. Waiver

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b. Invalidity

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c. Entire Understanding

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d. Attachments & Exhibits

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e. Notices

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f. No Joint Venture

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31. Service Provisions

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a. Installation

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b. Technical Assistance

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c. Training

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d. Development

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e. Acceptance Provisions

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