

[Date]

Contact

Company _____

Subject: WARF Standstill Agreement No. _____

Dear _____:

_____ (“Company”) has indicated an interest in conducting an evaluation study (“Study”) of the invention(s) described in Wisconsin Alumni Research Foundation (“WARF”) Ref. No. P_____-_____, “_____,” U.S. Patent _____, developed at the University of Wisconsin (the “Patent”), and owned by WARF (the “Patent”). Company agrees to limit the Study to the area of _____ (“Field of Use”), and that the Study will be completed on or before _____ (“Study Termination Date”).

Company agrees to conduct the Study using the invention(s) of the Patent solely for purposes of evaluating the commercialization of products derived from such invention(s) for use in the Field of Use. No implied or express license is granted under this Agreement other than immunity from suit by WARF solely to permit Company to conduct the Study. Company agrees to conduct the research described in the research plan attached hereto as Appendix A and to provide WARF with a written report on the progress of the Study, such report having at least the information specified in the attached Appendix B, and delivered to WARF every three months with the first report due _____, _____. Company shall provide WARF with a final written report of the Study results on or before the Study Termination Date.

Company agrees to grant to WARF a license under any invention(s) made as a part of the Study and any patent covering such an invention(s). Company agrees that all activities and strategies relating to the Study are entirely at its own discretion and that it will rely solely upon its own expertise and opinion of the invention(s) of the Patent with regard to their safety or suitability for any purpose.

WARF agrees to grant an additional three-month period (“Negotiation Period”) beginning on the Study Termination Date to negotiate a license agreement if Company notifies WARF in writing prior to the Study Termination Date that it desires to practice the invention(s) of the Patent. WARF agrees that during the Study and the Negotiation Period, WARF shall neither grant another party a license under the Patent in the Field of Use nor discuss the results of the Study with others.

This Agreement shall terminate on the Study Termination Date or upon the conclusion of the Negotiation Period, as applicable and may be amended or extended only by the express, written agreement of the parties. This Agreement constitutes the full understanding between the parties with reference to the subject matter hereof.

Please indicate Company’s agreement to the terms herein by countersigning this Agreement and the enclosed copy and returning both to me. This Agreement will then become effective upon the execution of the two originals by WARF; one of the fully-executed originals will be returned to you.

Sincerely,

_____, _____
Licensing Associate

Terms Accepted:

WISCONSIN ALUMNI RESEARCH FOUNDATION

By: _____ Date: _____
Michael E. Falk, General Counsel

COMPANY

By: _____ Date: _____

Name and Title: _____

APPENDIX A

[To be provided by Company prior to
the execution of this Agreement.]

RESEARCH PLAN

- | | <u>Estimated</u> | |
|---|-------------------|--------------------|
| | <u>Start Date</u> | <u>Finish Date</u> |
| I. Program of Research | | |
| A. Studies to be Undertaken | | |
| (To be broken into 3 month subunits with major milestones dated) | | |
| 1. | | |
| 2. | | |
| B. Total Estimated Research Time (Typically, 3-12 mo.) | | |
| II. Governmental Approval | | |
| A. Types of submissions required | | |
| B. Government agency e.g. FDA, EPA, etc. | | |
| III. Proposed Market Approach | | |
| IV. Competitive Information | | |
| A. Potential Competitors | | |
| B. Potential Competitive Devices/Compositions | | |
| C. Known competitor's plans, developments, technical achievements | | |

Total Length: approximately 2-3 pages

APPENDIX B

RESEARCH REPORT

- A. Date research plan initiated and time period covered by this report.
- B. Development Report (4-8 paragraphs).
 - 1. Research completed since last report including the object and parameters of the research, when initiated, when completed and the results.
 - 2. Research currently under investigation, i.e., ongoing research including object and parameters of research, when initiated, projected date of completion.
- C. Future Research (4-8 paragraphs).
 - 1. Research to be undertaken before next report including, but not limited to, the type and object of any studies conducted and their projected starting and completion dates.
 - 2. Estimated total research time remaining before a determination of commercialization potential can be made.
- D. Changes to initial research (2-4 paragraphs).
 - 1. Reasons for change.
 - 2. Variables that may cause additional changes.
- E. Items to be provided if applicable:
 - 1. Information relating to invention or potential products that have become publicly available, e.g., published articles, competing products, patents, etc.
 - 2. Development work being performed by third parties other than Company to include name of third party, reasons for use of third party, planned future uses of third parties including reasons why and type of work.