

# MTA: Key Elements and its Pitfalls -

the Industry  
Perspective

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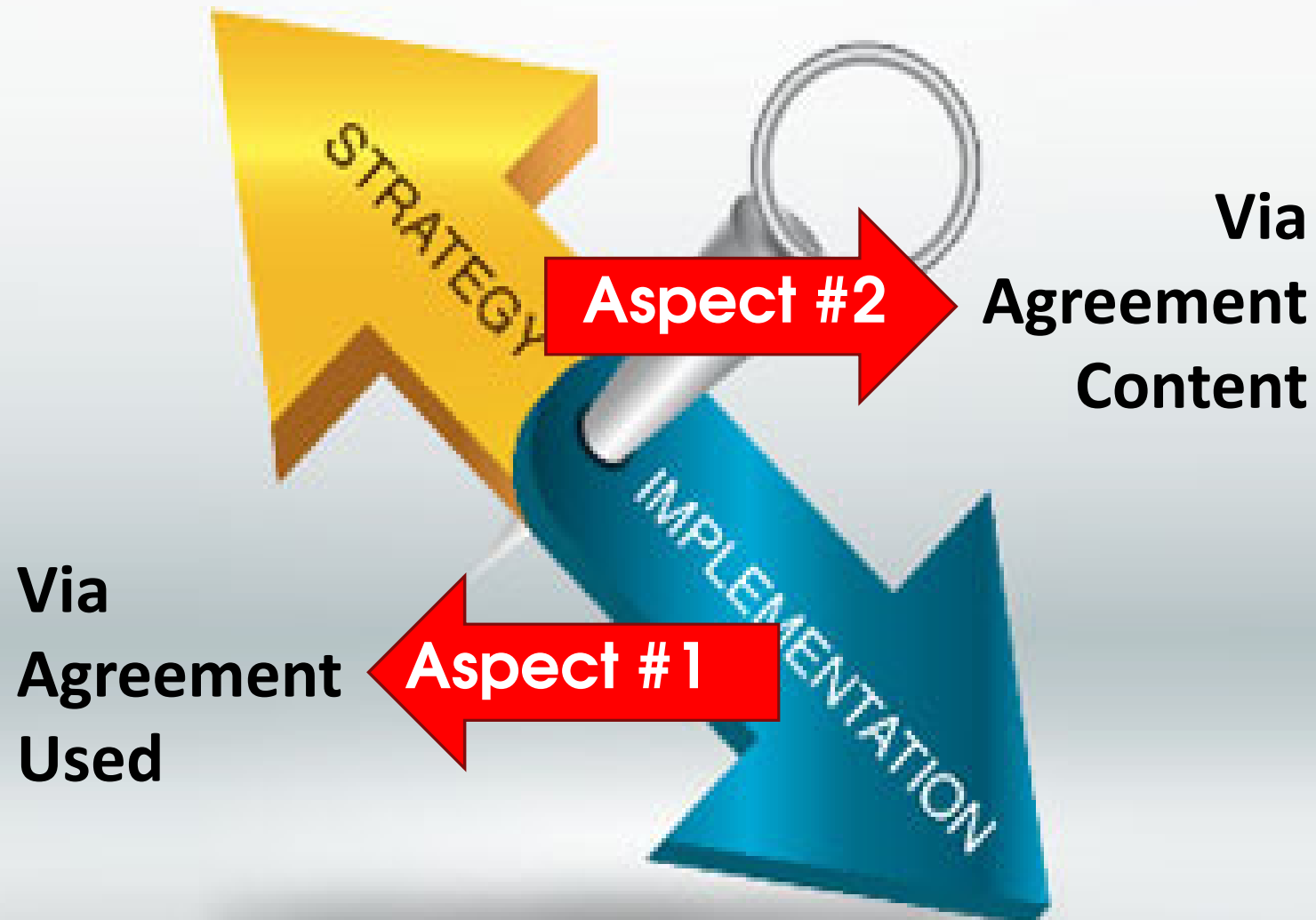


# Ultimate Strategy is:

- To Get the Materials Needed
- To Achieve the Research Goals
- To Perform the Research Needed

**BUT:**

**If More can be Taken, Take it**



# Via Agreement USED

5

# Common Agreement Options

- **Materials Transfer Agreements**
- **Purchase Agreements**
- **Research Collaborations**

# AGREEMENT TO USE: OPTIONS

7

MTA	Purchase Agreement	Research Agreement
<b>Materials Transferred</b>		
Transferred Materials Quantities to Do Plan	Transferred Materials Transferred Quantity	Trans. & Developed Materials Quantities Needed
<b>Objective</b>		
Testing/Evaluation Work	Non-defined or Defined	Development/Commercial
<b>Use</b>		
According to Plan	Undefined or w/in Objective	Plan +
<b>IP Rights Apportionment</b>		
No Rights Transferred	Ownership Transfer	Ownership/Use Transfers
<b>Timelines</b>		
Short Term (< 1 Year)	Indeterminate	Long Term (> 1 Year)
<b>Financial Consideration</b>		
None (perhaps COGs)	Purchase Price (Royalties?)	Full Financials

# AGREEMENT TO USE: OPTIONS

8

MTA	Purchase Agreement	Research Agreement
<p>Transferred Materials Quantities to Do Plan</p> <p>Testing/Evaluation Work</p> <p>According to Plan</p> <p>No Rights Transferred</p> <p>Short Term (&lt; 1 Year)</p> <p>None (perhaps COGs)</p>	<b>Materials Transferred</b>	
	Transferred Materials Transferred Quantity	Trans. & Developed Materials Quantities Needed
	<b>Objective</b>	
	Non-defined or Defined	Development/Commercial
	<b>Use</b>	
	Undefined or w/in Objective	Plan +
	<b>IP Rights Apportionment</b>	
	Ownership Transfer	Ownership/Use Transfers
	<b>Timelines</b>	
	Indeterminate	Long Term (> 1 Year)
	<b>Financial Consideration</b>	
	Purchase Price (Royalties?)	Full Financials

# **Via Agreement Content**

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# Content of MTAs

## Transferred Materials & Information

### Materials & Information

- Materials/Information Transferred
- Quantity(ies) Transferred
- Return of Unused Materials/Information

# Content of MTAs

## Transferred Materials & Information

### Objectives and Use

- Defined Objective(s)
  - Evaluation
  - Research Tool
  - Other Use (e.g., Commercial)
- Use Limitations
- Third Party Usage

# Content of MTAs

## Transferred Materials & Information

### Timelines

- Fixed
  - Time Fixed
  - By Work Plan
- Indeterminate

# Content of MTAs

## Transferred Materials & Information

### Financial Consideration

- No Charge
- COGs
- Sale Price
- Full Consideration
  - Upfront
  - Milestones
  - Royalties

# Content of MTAs

## Transferred Materials & Information

### Rights Apportionment

- Ownership Transfers
- Licenses (Type and Extent)
- Rights to Results/Materials/IP Generated
  - Ownership follows Inventorship
  - Ownership Stays with Transferee
  - Use (incl. Right to File Patents)
- Confidentiality



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THANK YOU

GRACIAS

ARIGATO

SHUKURIA

JUSPAXAR

DANKSCHEEN

TASHAKKUR ATU

YAQHANYELAY

TINGKI

BIYAN

SHUKRIA

SUKSAMA

EKHMET

MAHABADI

MAITEKA

HUI

YUSPAGABATAM

UNALCHEESH

HATUR

GUI

EKOJU

SIKOMO

MAKETAI

MINMONCHAR

BOLZIN

MERCY

POLDIES

MEHRBANI

MAAKE

KOMAPSUMNIDA

GAEJTHO

AGUYJE

FAKAAUE

GOZAIMASHITA

EFCHARISTO

MERASTAWHY

SANCO

TAVTAPUCHI

MEDAWAGSE

BAIRKA