

Agreements to effectuate your business strategy

Marshall Gerstein IP Transactions attorneys:

- **Understand your objectives and your organization.** We know what it is like to be in your seat because we also have worked in-house. We can function as quasi-in-house counsel. We are especially known for our experience in non-profit technology and represent about 75 non-profit institutions around the world.
- **Bring the benefit of different perspectives.** Our team gets called when deals go wrong. Reflecting on these learnings, and those from specific deals where we may represent the IP owner or the other side, provides a unique foundation of varying perspectives. We therefore serve as a great resource because, as you know, in the throes of a deal there is not often time for this reflection.
- **Work seamlessly and flexibly with you.** As an extension of your transactions team ...
 - We negotiate every round in high visibility, high stakes deals
 - We are a sounding board for or lead developing deal strategy and authoring contracts
 - We conduct due diligence of IP assets and related agreements for auditing, licensing, and M&A
 - We are a second set of eyes on a term sheet, from first draft to final before execution
 - We brainstorm about unusual terms and enforceability and policy matters
 - We provide a sanity check, especially in politically-charged deals
- **Stay on top of rapidly developing IP legal issues and their practical implications.** Our team routinely debates developing case law and formulates practical recommendations for drafting enforceable deals and writing IP policies (outside the context of a specific transaction) for rapid response when new deals arise.
- **Successful mediators and arbitrators.** Several team members serve as mediators and/or arbitrators, applying the same skills outside those formal dispute resolution processes to anticipate where an agreement may benefit from more detail or clarity, to bring varying perspectives, and to facilitate dispute resolution.
- **Recognized for excellence.** Our team is consistently ranked among the world's best. Recently, we were one of only three such practices to receive top national rankings in *Intellectual Asset Management (IAM)* magazine's *IAM Patent 1000—The World's Leading Patent Practitioners*—clear recognition of the value we bring to client transactions. Several of our attorneys hold leadership positions in key industry organizations such as the Association of University Technology Managers, Certified Licensing Professionals, the Licensing Executives Society, and the Licensing Executives Society International.

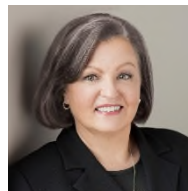
Marshall Gerstein IP Transactions Attorneys



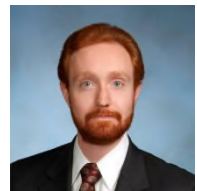
Pamela Cox
Partner and Chair,
IP Transactions



Robert Gerstein
Partner



Julie Watson
Special Counsel



Nicholas Terrell
Special Counsel

Marshall Gerstein is trusted with unusual first in kind deal opportunities!

Supply & License Agreement for First-Ever Point of Care Vet Cancer Screen. Marshall Gerstein represented Volition Rx Limited in an exclusive global supply and licensing agreement with Heska Corporation to sell Volition's Nu.Q® Vet Cancer Test. The transaction clears the way for the first cancer screening available at clinics and other points of care, opening a market for cancer screening and monitoring for dogs and cats estimated to be worth more than \$11 billion. The \$28 million transaction—\$10 million upfront and up to \$18 million based upon achieving near/mid-term milestones—advances Volition's strategy to ensure the broadest possible accessibility to the Nu.Q® Test worldwide. Volition continues to make significant progress in ongoing negotiations with the multi-national veterinary companies to provide central lab global coverage for the Nu.Q® Test. The firm is also negotiating these strategic partnerships.

Strategic Collaboration & License of AI Technology. Marshall Gerstein structured and negotiated a strategic collaboration and license between Evozyne LLC and Takeda Pharmaceutical Company under which Evozyne will use its protein design AI technology to identify next generation gene therapies for inborn errors of metabolism. Virtual negotiations allowed the international group of stakeholders to agree on the terms of the agreement within an aggressive schedule. Marshall Gerstein's strategy and negotiation approach played an important role in bringing this deal to fruition. The firm is also prosecuting the patent portfolio protecting the AI tools used to generate the synthetic proteins.

Navigant Adds Global, Offshore Capabilities in Healthcare Sector with RevenueMed Acquisition. We guided Navigant Consulting's general counsel on all IP-related aspects of the acquisition of RevenueMed. The transaction represented an opportunity for Navigant to strengthen its position as a leading provider of end-to-end revenue cycle business process management services and to expand its platform to include global, offshore capabilities for its clients.

Marshall Gerstein represents multinational health care company in its acquisition of a private U.S. biopharmaceutical company. The acquisition marked the first time a company has acquired a drug candidate developed with resources from NIH's National Center for Advancing Translational Sciences (NCATS) Therapeutics for Rare and Neglected Diseases (TRND) programs. Marshall Gerstein was co-counsel particularly for issues of intellectual property under federal acquisition and Bayh-Dole regulations and in conducting contractual due diligence, this unique transaction required the deal team to negotiate and optimize across a broad range of issues including government contracting, licensing, and patenting.

Commercialization and Collaboration Agreements with the Government of Malaysia. Orion Biosains Sdn. Bhd turned to Marshall Gerstein for the agreement support necessary to launch SureSawit™ SHELL gene DNA test, the first commercially developed gene assay for the oil palm industry. Using "DNA-based precision molecular agriculture," Orion Biosains is aiming to give those who depend on palm oil production the opportunity to earn more through higher yielding trees. Marshall Gerstein also represents Orion Genomics, LLC, the parent company of Orion Biosains, in its other transactions, including in connection with a suite of agreements for collaboration with the Malaysian Palm Oil Board on the oil-palm genome. That collaboration led to important discoveries like the identification of the gene responsible for oil-palm production.

Delivering Business-Critical Contract Opinions for Multibillion-Dollar Client. A long-standing client sought Marshall Gerstein's review of numerous settlement and license agreements. We did this review, analyzed the current case law and provided an opinion on which of the competitor's patents were actually licensed. The importance of our analysis is extremely high given the risk of a future suit with the competitor.

Joint Venture in Materials Testing Industry. Marshall Gerstein's transaction attorneys advised LASTRADA Partners, in the formation of its joint venture to provide software solutions for the U.S. construction materials testing industry, tailoring the venture's operating agreement to address nuances where core assets are intangible property, and developing the in-license to bring the German entity's software into the new venture. As a new joint venture formed for the U.S. market, it was important for LASTRADA Partners to have customer-facing contracts for its software and engineering services that did not just provide strong protections for the company, but also were efficient for the staff to negotiate and terms fair for customers to accept.