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Understanding the Intellectual Property License 2010

New York City,* October 21-22, 2010

Chicago, November 4-5, 2010

San Francisco, December 13-14, 2010

Live Webcast, December 13-14, 2010 — www.pli.edu

- Comprehensive Coverage of All the Critical Issues You Need to Understand in IP Licensing
- Best Practices for Licensing of Copyrights, Trademarks, Rights of Publicity and Entertainment, Open Source, Patents and Technology
- Learn to Effectively Address Antitrust, Bankruptcy, Litigation and International Issues

Special Feature

- Instructive Mock Negotiation of a License Agreement

Earn One Full
Hour of Ethics
Credit

**This is an approved transitional program*

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Understanding the Intellectual Property License 2010

New York City, October 21-22, 2010

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Why You Should Attend

In both good times and bad, licensing offers valuable economic and strategic opportunities. Companies are increasingly turning to licensing to gain access to intellectual property at a lower cost than developing or purchasing intellectual property assets, and as a way of generating new sources of revenue out of existing intellectual property assets. Virtually every business today must confront licensing issues and a solid base of knowledge about licensing of intellectual property has never been more important for companies and their counsel. This introductory course will give you an overview of how to negotiate and draft effective license agreements, whether you are the licensor or licensee. Experts in licensing will discuss different kinds of licensing agreements, and the business and legal issues related to them.

What You Will Learn

- Effective drafting techniques
- How licensing can generate new revenue
- Fundamentals of trademark and copyright licensing
- Understanding open source issues
- Software and database licensing
- Character and celebrity licensing
- Special issues in TV and movie licensing
- Guidelines for patent and technology licenses
- International considerations, including enforcement and protection of rights
- Identifying and avoiding antitrust problems
- Managing bankruptcy and insolvency risks in IP licenses
- What happens when the agreement has to be enforced – drafting for litigation
- Ethical issues in licensing (1 full hour credit)
- Mock negotiation: Learn winning skills and tactics

Who Should Attend

General practitioners, intellectual property specialists, corporate counsel and others who need to know the basics of how to license and protect their intellectual property.

PLI's Nationally Acclaimed Course Handbooks

All program attendees will receive a copy of the Course Handbook *Understanding the Intellectual Property License 2010*. This bound volume is prepared specifically for this program and also stands alone as a permanent reference. PLI's Course Handbooks represent the definitive thinking of the nation's finest legal minds, and are considered the standard reference in the field. The Course Handbook will be available on the first day of the program. *Please note: Webcast attendees will have access to a downloadable version of the Handbook one business day prior to the program.*

Reserve your place today, call (800) 260-4PLI.

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Mavis K. Fowler-Williams

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Technology Law in the 21st Century
New York City

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Program Attorney: Tamara C. Kiwi

P R O G R A M

Please plan to arrive with enough time to register before the conference begins.
A networking breakfast will be available upon your arrival.

Day One: 9:00 a.m. – 5:00 p.m.

Morning Session: 9:00 a.m. – 12:30 p.m.

9:00

Introduction

NYC: Susan Progoff

CHI: Marcelo Halpern

SF & WEB: Ian N. Feinberg

9:15

Trademark Licensing

- Rationale for licensing
- Fundamentals of a trademark license
- Key provisions and practical considerations

NYC: Susan Progoff

CHI: Liisa M. Thomas

SF & WEB: Sally M. Abel

10:15

Copyright Licensing

- Rationale for licensing
- Fundamentals of a copyright license
- Key provisions and practical considerations
- Creative Commons licenses

NYC: Mavis K. Fowler-Williams

CHI: John L. Hines, Jr.

SF & WEB: Cydney A. Tune

11:15 Networking Break

11:30

Rights of Publicity and Entertainment

- Rights of publicity
- Celebrity licensing
- Television and movie licensing
- Special issues for user-generated content and the Internet

NYC: Edward H. Rosenthal

CHI: E. Leonard Rubin

SF & WEB: William Sloan Coats

12:30 Lunch

Live Webcast at www.pli.edu

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Afternoon Session: 1:45 p.m. – 5:00 p.m.

1:45

Open Source Licenses

- Understanding Free and Open Source Software (FOSS)
- Open Source and the enterprise – business models and strategies
- Key Open Source licensing concepts and terms
- Survey of litigation and enforcement actions
- Compliance strategies
- Trends in Open Source

NYC: David G. Rickerby

CHI: Steve Gold

SF & WEB: A. Clifford Allen; Alan Stern

2:45

Patent and Technology Licensing

- Standard clauses and variations
- Important differences between patent and other technology licenses
- Defining the license scope (including fields of use and territorial limits)
- Negotiating compensation (royalties, milestone payments, license fees, etc.)
- Representations, warranties, and indemnities
- Sub-licensing rights
- Handling patent licensing issues in the context of joint development and software integration projects, including rights to improvements
- Rights and responsibilities for filing, prosecution, maintenance, defense and enforcement of patent

NYC: Paul A. Thompson

CHI: Margaret M. Duncan

SF & WEB: Joseph Yang

3:45 Networking Break

4:00

Ethical Issues in Licensing

- Competence to handle negotiation
- Out-of-state practice and the unauthorized practice of law
- Fee arrangements
- Conflicts – multiple clients
- Conflicts – former clients
- Issues concerning prospective clients
- Candor and deceit
- Communicating with adverse party
- The lawyer as witness

NYC: David Rabinowitz

CHI: Champ W. Davis, Jr.

SF & WEB: Mark L. Tuft

5:00 Adjourn

SCHEDULE

Day Two: 9:00 a.m. – 4:45 p.m.

Morning Session: 9:00 a.m. – 12:15 p.m.

9:00

International Considerations in Licensing

- How to approach the licensing of IP on a worldwide scale
- Dealing with issues that specifically impact licenses with foreign entities
- Drafting considerations related to protection and enforcement of rights

NYC: David A. Latham

CHI: Anne S. Jordan

SF & WEB: Maureen S. Dorney

10:00

Antitrust Issues in Licensing

- Applicable antitrust standard: *Per se* violations versus rule of reason
- Distinguishing between horizontal and vertical licenses
- Particular restrictions in IP licenses
- Differences between the application of U.S. and EU antitrust law to IP licenses

NYC: Paul H. Saint-Antoine

CHI: Hanno F. Kaiser

SF & WEB: Ian N. Feinberg

11:00 *Networking Break*

11:15

Bankruptcy Issues in Licensing

- Treatment of IP and IP licenses under bankruptcy law
- Consequences of your licensor, or licensee, going bankrupt
- Structuring IP transactions to take into account bankruptcy risk
- Negotiating tips to address the bankruptcy contingency
- Preserving IP rights in the face of bankruptcy

NYC: Stuart M. Riback

CHI: Marcelo Halpern

SF & WEB: Lillian Stenfeldt

12:15 *Lunch*

Afternoon Session: 1:30 p.m. – 4:45 p.m.

1:30

Drafting for Litigation

- Hear from a litigator what happens when the agreement has to be enforced
- How to draft boilerplate for the litigators
- A litigator's perspective on negotiating several common license provisions

NYC: James E. Hopensfeld

CHI: Stephen J. Rosenfeld

SF & WEB: Ian N. Feinberg

NYC ONLY:

2:30

Mock Negotiation of a License Agreement

- Putting it all together; a simulated negotiation of a license agreement
- Drafting techniques and suggestions for specific clauses
- Explanation of the "real world" relevance of license provisions
- Pointers on negotiation techniques to develop compromises
- Identification of typical business terms

Joel Karni Schmidt; Lisa Marroni

3:30 *Networking Break*

3:45

Mock Negotiation of a License Agreement *(Continued)*

Joel Karni Schmidt; Lisa Marroni

4:45 *Adjourn*

CHI, SF & WEB:

2:30

Regulatory and Government Issues in IP Licensing

- Export control: ITAR, EAR, anti-boycott statutes, and regulated industries
- Licensing IP from the government: Required clauses, enforcement, march-in rights, and traps for the unwary
- Licensing IP to the government: Marking, monitoring, minimum rights, open source issues and remedies for infringement
- Impact of government preferences on licensing: Domestic manufacture, offshore R&D, and open source requirements at the state and federal levels

David S. Bloch; James G. McEwen

3:30 *Networking Break*

3:45

Mock Negotiation of a License Agreement

- Putting it all together; a simulated negotiation of a license agreement
- Drafting techniques and suggestions for specific clauses
- Explanation of the "real world" relevance of license provisions
- Pointers on negotiation techniques to develop compromises
- Identification of typical business terms

CHI: Marcelo Halpern; E. Leonard Rubin

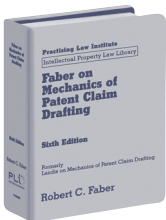
SF & WEB: Ian N. Feinberg; Richard C. Hsu

4:45 *Adjourn*

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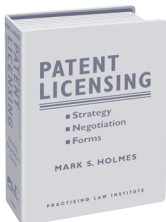
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Chicago Seminar Location: University of Chicago Gleacher Center, 450 N. Cityfront Plaza Drive, Chicago, Illinois 60611. (312) 464-8787.

Chicago Hotel Accommodations: Sheraton Chicago Hotel & Towers, 301 East North Water Street, Chicago, Illinois 60611. (312) 464-1000. When calling, mention PLI and the name of the program you are attending. Attendees will have until 30 days prior to the program to receive the preferred rate.

San Francisco Seminar Location: PLI California Center, 685 Market Street, San Francisco, California 94105. (415) 498-2800.

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The Palace Hotel, 2 New Montgomery Street, San Francisco, California 94105. Call (800) 917-7456 seven days a week from 6:00 a.m. to 12:00 a.m. (PT) and mention you are attending this PLI program at Practising Law Institute to receive the preferred rate. For online reservations, go to www.sfpalace.com/pli to receive the preferred rate.

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PLI California Center, \$1,595² 16966 Faber on Mechanics of Patent Claim Drafting, 6th Ed.,¹
 629 Patent Licensing • Strategy • Negotiation • Forms,¹
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