

## What's New in the 2022-3 Edition

New clauses in this release include:

- **Agreement:** Entire agreement—Merger (clause 1-6.80)
- **Best Efforts:** Best efforts to maximize benefits (clause 4-18)
- **Confidential information:** Exception for skill of profession (clause 7-1[pp]); No exclusions for licensed products (clause 7-84)
- **Definitions:** Biological product and process (clause 9-2[r][i]); Control of affiliate (clause 9-2[s][ii]); Net receipts (clause 9-31[k]); Running royalty definition (clause 9-31.02[c]); Minimum royalty definition (clause 9-31.02[d]); Running royalty payments (clause 9-31.02[e])
- **Technical Assistance:** Technical assistance—Licensee and sub-licensees (clause 30-1[a][i])
- **Termination:** Termination by country (clause 32-4.20)
- **Governing Law:** Governing law and jurisdiction (clause 10-22)
- **Improvements:** Licensor ownership of inventions (clause 12-1[j][iii])
- **License:** Exclusive patent option agreement (clause 14-23[a])
- **Most Favored Licensee:** Most favored licensee—Additional obligation (clause 15-9)
- **Option:** Exclusive patent option (clause 18-7)
- **Patents:** Patent license grant -Non-exclusive field of use (clause 19-1[d][iii]); Expiration of patents by country (clause 19-2[c]); Foreign patent and operating expenses (clause 19-3[d]); Patent and licensing notices (clause 19-6.01[m]); Employer ownership of inventions (clause 19-19.20.50); Employer ownership of post-employment inventions (clause 19-19.20.60); Licensor ownership of inventions (clause 19-19.30); Licensor ownership of inventions (clause 19-19.31); Licensor ownership of inventions (clause 19-19.32); Material breach (clause 19-30)
- **Remuneration:** Minimums credited against running royalties (clause 24-6[e][xv])
- **Sublicensing:** Sublicensee payment of patent expenses (clause 28-20)
- **Technical Assistance:** Technical assistance by licensor and inventor (clause 30-11)
- **Termination:** Termination by field (clause 32-4.30)
- **Warranty:** Warranty of ownership and right to grant option (clause 35-15.10)

- **Miscellaneous Clauses:** Unsolicited non-confidential idea submission (clause 36-23.20[b]); Termination (clause 36-70[c]); Purchase requirements (clause 36-89)