

# Summary of Contents

## Volume 1

|   |  |
|---|--|
| Chapter 1.  | Confidentiality and Non-Disclosure Agreements  |
| Appendix 1A.  | Annotated Non-Disclosure Party Agreement<br>(Biased in Favour of Disclosing Party)   |
| Appendix 1B.  | Annotated Non-Disclosure Agreement (Biased<br>in Favour of Recipient)  |
| Appendix 1C.  | Annotated Mutual Nondisclosure Agreement   |
| Appendix 1D.  | Annotated Agreement Disclaiming<br>Confidentiality   |
| Appendix 1E.  | Remedies Table — Misuse of Confidential<br>Information   |
| Chapter 2.  | International Protection of Trade Secrets  |
| Appendix 2A.  | Defend Trade Secrets Act Of 2016   |
| Chapter 3.  | Employee and Independent Contractor Agreements   |
| Appendix 3A.  | Annotated Independent Contractor Agreement   |
| Chapter 4.  | Venture Capital Finance  |
| Appendix 4A.  | Annotated Term Sheet   |
| Chapter 5.  | Patent Licensing   |
| <b>Appendix 5A. Checklists</b>                                |  |
| Appendix 5A1.   | Patent Licensing Due Diligence Checklist   |
| Appendix 5A2.   | Patent License Agreement Checklist   |
| <b>Appendix 5B. Agreements</b>                                |  |
| Appendix 5B1.   | Annotated Patent License Agreement   |
| Appendix 5C.  | Judgment of the United States Supreme<br>Court in <i>Bilski v. Kappos</i>  |
| <b>Appendix 5D. United States Patent and Trademark Office</b> |  |
| Appendix 5D1.   | Interim Guidance for Determining Subject Matter<br>Eligibility for Process Claims in View of <i>Bilski v.</i><br><i>Kappos</i> United States Patent and Trademark Office |
| Appendix 5D2.   | Interim Examination Instructions for Evaluating<br>Subject Matter Eligibility Under 35 U.S.C. § 101  |

- Appendix 5D3. A USPTO White Paper Automated Financial of Management Data Processing Methods (Business Methods)
- Appendix 5D4. Excerpts From Manual of Patent Examining Procedure (MPEP) of UPSTO
- Appendix 5D5. Preliminary Examination Instructions for Determining Subject Matter Eligibility in view of Alice Corp. v. CLS Bank
- Appendix 5D6. July 2015 Update on Subject Matter Eligibility
- Appendix 5D7. 2019 Revised Patent Subject Matter Eligibility Guidance
- Appendix 5D8. Examining Computer-Implemented Functional Claim Limitations for Compliance with 35 U.S.C. 112
- Appendix 5D9. New Form Paragraphs for Subject Matter Eligibility Rejections under the 2019 Revised Patent Subject Matter Eligibility Guidance
- Appendix 5D10. Frequently Asked Questions (FAQs) on the 2019 Revised Patent Subject Matter Eligibility Guidance (“2019 PEG”)
- Appendix 5E. Decision of the Federal Court in Amazon.com
- Appendix 5F. Practice Guidance**
- Appendix 5F1. CIPO Post-Amazon Practice Guidance
- Appendix 5F2. Practice Subsequent to the Amazon.com Decision (PN2011-04)
- Appendix 5F3. Office Practice Respecting Inventive Concept (PN2012-01)
- Appendix 5F4. Statutory Subject Matter under the Patent Act
- Appendix 5F5. Practice Guidance Following the Amazon FCA Decision
- Appendix 5F6. Examination Practice Respecting Purposive Construction (PN2013–02)
- Appendix 5F7. Examination Practice Respecting Computer-Implemented Inventions (PN2013–03)
- Appendix 5F8. Patent Notice: Revised Examination Practice Respecting Medical Uses (PN 2015-01)
- Appendix 5F9. Patent Notice: Examination Practice Respecting Medical Diagnostic Methods (PN 2015-02)
- Appendix 5G. Computer-Implemented Inventions
- Appendix 5H. Decision of the Federal Court of Appeal in Amazon.com Inc., Re

SUMMARY OF CONTENTS

Appendix 5I. Intellectual Property Enforcement Guidelines

## Volume 2

- Chapter 6. Intellectual Property, Computer Systems and Privacy in Financing Transactions, Mergers and Acquisitions
- Appendix 6A. Annotated Representations and Warranties Relating to Intellectual Property, Computer Systems and Privacy
  - Appendix 6B. Annotated Intellectual Property Transfer Agreement
  - Appendix 6C. Annotated Precedent General Security Agreement
  - Appendix 6D. Short Form of Assignment of Rights
  - Appendix 6E. Patent License Agreement (Biased in Favour of Licensor)
  - Appendix 6F. Patent Cross License Agreement
  - Appendix 6G. Patent License Agreement (Biased in Favour of Licensee)
  - Appendix 6H. *Summary of Procedure for the resolution of disputes under the CIRA Domain Name Dispute Resolution Policy*
- Chapter 7. Cross-Border Licensing and Technology Contracts
- Appendix 7A. Comprehensive International Licensing Due Diligence Checklist
  - Appendix 7B. Doing business abroad: Protecting your IP in the United States
- Chapter 8. Co-Development and Co-Marketing Agreements
- Chapter 9. Software / Systems Development Agreements
- Appendix 9A. Annotated Development Agreement
- Chapter 10. Software License, Maintenance and Escrow Agreements
- Appendix 10A. Software License Agreement
  - Appendix 10B. Maintenance and Support Agreement
  - Appendix 10C. Escrow Provision
  - Appendix 10D. France Animation, s.a. c. Robinson
- Chapter 11. IT Outsourcing
- Appendix 11A. Annotated Outsourcing and Service Level Agreement
  - Appendix 11B. 10:01.1B Outsourcing Agreement (U.S. Form)

- Appendix 11C. Processing Personal Data Across Borders Guidelines
- Appendix 11D. Fact Sheet Privacy and Outsourcing (Private Sector)
- Appendix 11E. Fact Sheet Privacy and Outsourcing (Public Sector)
- Appendix 11F. B-10 Guidelines: Outsourcing of Business Activities, Functions and Processes
- Appendix 11G. Guideline
- Appendix 11H. Memorandum Cyber Security Self-assessment

### Volume 3

- Chapter 12. Dispute Avoidance and Resolution
  - Appendix 12A. Dispute Resolution Provision
  - Appendix 12B. Federal Courts Act
  - Appendix 12C. New 2014 Draft Intellectual Property Enforcement Guidelines
  - Appendix 12D. Quantum Table — Copyright Infringement
  - Appendix 12E. Quantum Table — Remedies for Patent Infringement
  - Appendix 12F. Quantum Table — Trade-Mark Infringement and Passing Off
- Chapter 13. E-Commerce and Internet Agreements
  - Appendix 13A. Agreements**
    - Appendix 13A1. Sample E-Commerce Agreements
    - Appendix 13A2. E-Commerce Marketing Agreement
    - Appendix 13A3. E-Commerce Content Agreement
    - Appendix 13A4. E-Commerce Carrier Agreement
    - Appendix 13B. Anti-Spam Legislation
    - Appendix 13C. Memorandum of Understanding between the CRTC and the Privacy Commissioner of Canada
  - Appendix 13D. Compliance and Enforcement Information Bulletins**
    - Appendix 13D1. Compliance and Enforcement Information Bulletin CRTC 2012-548
    - Appendix 13D2. Compliance and Enforcement Information Bulletin CRTC 2012-549
    - Appendix 13D3. Compliance and Enforcement Information Bulletin CRTC 2014-326

## SUMMARY OF CONTENTS

- Appendix 13D4. Compliance and Enforcement Information Bulletin  
CRTC 2018-415
- Appendix 13E. Electronic Commerce — Telecom Regulatory  
Policy CRTC 2012-183
- Appendix 13F. Electronic Commerce Protection Regulations,  
SOR/2013-221
- Appendix 13G. Electronic Commerce Protection Regulations,  
SOR/2012-36
- Appendix 13H. Dot Com Disclosures How to Make Effective  
Disclosures in Digital Advertising
- Appendix 13I. Table of Concordance — Electronic Commerce  
Statutes
- Appendix 13J. Office of the Privacy Commissioner of Canada**
- Appendix 13J1. Guidelines on Privacy and Online Behavioural  
Advertising
- Appendix 13J2. Policy Position on Online Behavioural Advertising
- Appendix 13J3. Canada's Law on Spam and Other Electronic  
Threats
- Appendix 13J4. The Internet of Things: An introduction to privacy  
issues with a focus on the retail and home  
environments
- Appendix 13J5. Anti-spam law's changes to Canadian federal  
privacy law: A guide for businesses doing  
e-marketing
- Appendix 13J6. Privacy Guidance for Manufacturers of Internet of  
Things Devices
- Appendix 13K. Electronic Commerce
- Appendix 13L. Intellectual Property
- Appendix 13M. Frequently Asked Questions about Canada's  
Anti-Spam Legislation
- Appendix 13N. Canada's Anti-Spam Legislation  
Requirements for Installing Computer  
Programs
- Appendix 13O. The Deceptive Marketing Practices Digest**
- Appendix 13O1. Bulletin The Deceptive Marketing Practices Digest  
Volume 1
- Appendix 13O2. Bulletin The Deceptive Marketing Practices Digest  
Volume 2
- Appendix 13O3. Bulletin The Deceptive Marketing Practices Digest  
Volume 3
- Appendix 13O4. The Deceptive Marketing Practices Digest Volume 4

- Appendix 13O5. The Deceptive Marketing Practices Digest —  
Volume 5
- Appendix 13O6. The Deceptive Marketing Practices Digest —  
Volume 6
- Appendix 13P. Administrative Monetary Penalties and  
Monetary Penalties Pursuant to  
Undertaking under *Act to Promote the  
Efficiency and Adaptability of the Canadian  
Economy by Regulating Certain Activities  
that Discourage Reliance on Electronic  
Means of Carrying Out Commercial Activities  
(CASL)*
- Appendix 13Q. Remedies Table - Compliance Agreements  
with The Privacy Commissioner of Canada
- Appendix 13R. General Data Protection Regulation of the  
European Parliament and of the Council of  
the European Union
- Appendix 13S. General Data Protection Regulation of the  
European Parliament and of the Council of  
the European Union
- Appendix 13T. Sentencing and Resolutions Table — Offences  
under the *Competition Act*

## Volume 4

### Appendix

#### Appendix A. Related Legislation and Regulations

- Appendix A1. Patent Act
- Appendix A2. Copyright Act
- Appendix A3. Personal Information Protection and Electronic  
Documents Act
- Appendix A4. Can. Reg. 2018-64 — Breach of Security Safeguards  
Regulations
- Appendix A5. Bankruptcy and Insolvency Act
- Appendix A6. Companies' Creditors Arrangement Act
- Appendix A7. Electronic Commerce Act, 2000
- Appendix A8. Online News Act
- Appendix B. Decisions

#### Table of Cases

#### Index