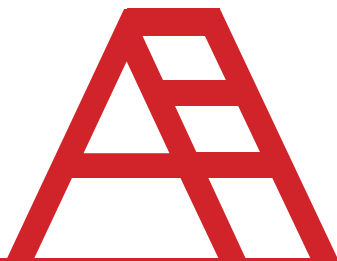


ALL NEW "CASE STUDY" FORMAT



NPV acqu
co-promotion by
divestiture joi
milestones
royalti
p front
material t
oint developme
C... : LL



ARCHITECTS OF ALLIANCES 2007

Fundamentals of North American Healthcare Licensing

MAY 28th & 29th, 2007, MONTREAL, QUEBEC, CANADA

A Practical Course In Pharmaceutical and Biotech Business Development

Course Leader: Diane Kalina

**Accredited by the Canadian Healthcare Licensing Association (CHLA)*



Endorsed by:



Sponsored by:





**Diane Kalina B.Sc. – Course Leader
President & Principal Consultant
BioCatalyst Yorkton Ltd.**

Ms Kalina is one of the most experienced and successful experts in Canadian healthcare licensing. In her 17 year career with Glaxo (now GSK) as head of marketing and Director of Business Development and Licensing and her 14 years of consulting she has developed an extensive international network and assisted over 30 pharmaceutical and biotech companies with over 60 Canadian and international agreements.

From the BioChem Pharma 3TC licensing and joint venture agreements with Glaxo to antibody humanization deals with Cuban Institutes, it would be difficult to find a deal type with which she hasn't been involved.

She regularly serves on the boards of biopharmaceutical companies, particularly those for which strategic alliances are a key success factor. She currently sits on the boards of ARIUS Research (TSXV: ARI) and BCY LifeSciences (TSXV: BCY) and has been on the boards of Dimethaid Research (now Nuvo Research) and York Medical (now YM BioSciences).

Ms Kalina is proud to be a founding member of the 15 year old and thriving Canadian Healthcare Licensing Association (CHLA) and is also a member of the Licensing Executives Society (LES) and the Toronto Biotech Initiative (TBI).



**Wayne Schnarr, Ph.D, MBA
Senior V.P., Life Sciences
The Equicom Group**

Dr Schnarr has over twenty five years of experience in the pharmaceutical and financial industries and has been involved with cGMP manufacturing, corporate partnerships, mergers, and both private and public market financings.

He has been a biotechnology stock analyst with three independent Canadian brokerage firms. He has held senior management positions and been a director for a number of public and private biotechnology companies. Most recently he was Vice President of Corporate Development with Oncolytics Biotech Inc. He obtained his Ph.D. in Chemistry from Queen's University and his MBA from York University.

He is the leader of the Life Sciences team at The Equicom Group, which provides investor relations services to almost forty Canadian Life Sciences companies. In addition, he provides consulting services to the Canadian biotechnology industry including preparation of business plans and licensing dossiers.

Dr Schnarr will be conducting the sessions involving financial modeling, valuation and the Biotech industry.



**Eileen McMahon LL.B, B.Sc.
Partner, Torys**

Ms McMahon practices exclusively in the areas of intellectual property and food and drug regulatory law. She will be addressing the legal aspects of licensing. She is one of a handful of Canadian lawyers who advise on regulatory clearance and intellectual property protection of products. Ms McMahon is a registered patent and trademark agent in Canada and the United States.

Her experience includes strategic advice on identifying and licensing intellectual property and regulatory assets; obtaining and maintaining market exclusivity; exploiting intellectual property and drug regulatory assets; and strategic legal advice for product launches, product acquisitions and product investments.

Ms McMahon has written and spoken extensively on licensing intellectual property and food and drug regulatory matters.

Fundamentals of healthcare licensing in North America will be taught by experienced industry experts and invited speakers. The course format has been revised using a case study teaching methodology for an enriched learning experience. Through problem solving, group dynamics and current fact based cases, the course participants gain a greater depth of understanding. A course binder and financial models of various deal examples will be provided.

Topics include:

- ✓ Strategic licensing options and issues
- ✓ Dossier preparation and due diligence
- ✓ Searching for partners, the right type of partner
- ✓ Deal structuring and innovative agreements
- ✓ Legal issues pertinent to licensing-IP, CDA's, MTA's
- ✓ Financial modeling, valuations and viability analyses
- ✓ Royalty rates, deal terms and trends
- ✓ Negotiation strategies
- ✓ Closing and monitoring deals

Course content was developed in conjunction with the Canadian Healthcare Licensing Association (CHLA). The CHLA is a not-for-profit organization providing industry stakeholders with opportunities for negotiating business transactions and improving business development skills. Members exchange ideas, pursue deal making and increase their knowledge and skills. The CHLA was founded in 1993 and includes over 110 member organizations across Canada.

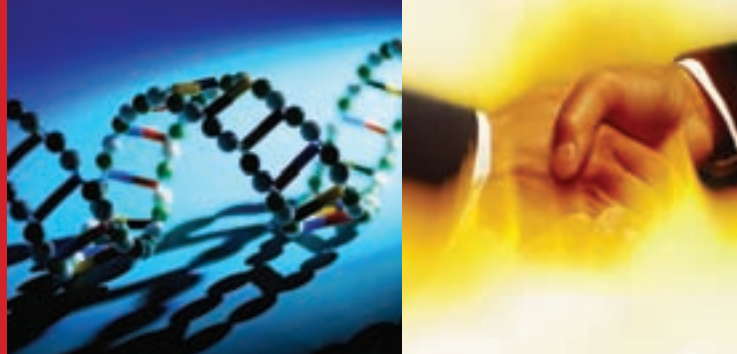


This course will appeal to those who are involved in Business Development or who wish to further develop their skills in the licensing and strategic partnership process.

- ✓ Business Development, Licensing and Alliance Management professionals
- ✓ CEOs of Pharma, Biotech, Medical Devices and OTC companies
- ✓ CFOs, Financial Managers
- ✓ Marketing professionals
- ✓ Marketing Research
- ✓ Legal Counsel/ IP Lawyers involved in licensing
- ✓ R&D personnel involved with business development

ARCHITECTS OF ALLIANCES 2007

Revised Content for 2007



Monday May 28th

8:00 Registration and continental breakfast

Introduction to the Case – Objectives of the course

- Strategy – Why license? Other options? Success factors

Benchmarking

- Trends in licensing
- When to out-license-timing- team-evaluation and screening
- Portfolio audits

Dossier preparation-content-process overview-“support staff”

Topics in Licensing #1

Reference Sources

Finding the partner?

Search techniques

Licensing reference sources – for searching, benchmarking

- Continuous News
- Free sources – Internet sites of value
- Specialized Resources
- Scientific sites for due diligence
- IP sites for due diligence
- Suitable partner checklist
- Networking-best events
- All the information in the world will not get you to first base
- The first meeting- finally!
 - Doing your financial homework
 - Doing their financial homework
 - Managing expectations and getting internal buy- in to proceed

Topics in Licensing #2

How Big Companies Operate

Quick Screen Process – “First-pass review”

- benchmarking what companies ask for
- Initial financial viability analysis
- Evaluating potential opportunities

Thinking like the other guy

- Royalty rates
- “What Management needs to know?”

- Structuring deals- types of deals-Business arrangements
 - License
 - Co development
 - Acquisition
 - Hybrid

Courting and the Close-Legal Issues

- What can you disclose without a CDA?
- What kinds of legal due diligence can you do before you meeting and why
- How to use the publicly available sources to help evaluate the legal issues
- Contents of CDAs and war stories
- Term sheets and the bidding process
- Contents of letters of intent (LOIs) and war stories
- Examples of deal-breaking legal issues
- Solutions to difficult legal issues
- Negotiation techniques-when and when not to bring your lawyer to the negotiations
- Legal issues surrounding types of compensation (closing payments, milestone payments, royalty payments, licensing and sub-licensing revenue, equity and non-equity, covering past and ongoing expenses)
- Review of checklist of typical terms of a license
- IP due diligence

Topics in Licensing #3

Due Diligence – What are they looking for and what will they find?

5:00 Conclude Day 1

Tuesday May 29th

8:00 Continental breakfast

Negotiation and renegotiation

- Negotiation Strategies
- The controlled auction
- Rules of thumb – “industry statistics and trends”
- How can we speed things up?
- Re-networking and managing contacts

Other types of partners:

- Unique features of a small biotechnology company – mergers
- “Specialty” or small/medium pharma

- What about an OTC version?
- Financial partners – white knights, VC’s, banks, royalty financing
- Academic Technology Transfer- what is their role?

Topics in Licensing #4

The University Deal

Valuations and financial models

- NPV implications and risk
- Valuation
- Evaluating financial models, doing the “other guy’s” model
- Benchmarking royalty rates

Critical legal issues in Biotech and pharma companies

- Regulatory
- Freedom to Operate
- Patent coverage and competitive position
- Pricing and anti-trust
- Improvements and ownership
- Grant of rights and clawbacks
- Points of dispute in compensation clauses
- Performance obligations and monitoring performance
- Sub-licenses and sub-licensing agreements
- Product recalls, product withdrawals and product liability
- Litigation, indemnities and insurance
- Terminating the relationship

Topics in Licensing #5

Practical Issues on Negotiation – Closing the deal

- Managing the alliance
- Post agreement issues
- Monitoring

5:00 Conclude – Certificates

REGISTER EARLY:
Registration is limited to 60 participants. Advance Case Study and reading material will be sent two weeks prior to course

2-day program fee (includes course binder, continental breakfasts and lunches)

- \$1,410 plus GST = \$1,494.60
- 10% discount for CHLA, TBI, BioQuebec or LifeSciences British Columbia members: \$1,269 plus GST = 1,345.14
- Special bundled rate includes course and one year CHLA membership: \$1,486 plus GST = \$1,575.16 – a 15% saving
- 10% discount for three or more registrants from the same company

Deadline for registration is April 28, 2007, as advance reading material will be sent. Registration is limited to 60 participants.

Method of Payment

Amount to be paid \$ _____.

NOTE: REGISTRATION IS NOT CONFIRMED UNTIL PAYMENT IS RECEIVED.

Please fax to 905-829-9771 attention: Lauren Crompton

- Cheque or money order enclosed. *Please make cheques payable to BioCatalyst Yorkton Ltd*
- Please invoice me
- AMEX
- VISA
- Mastercard

Name on card: _____

Credit card number: _____

Exp. date: ____ / ____ Cardholder Signature: _____

REGISTRATION INFORMATION:

Name: _____

Title: _____

Company: _____

Address: _____

City: _____ Province: _____

Postal Code: _____

Email: _____

Telephone: _____ Fax: _____

As a registered participant of Architects of Alliances 2007, I hereby give permission for my name, company name and contact information to be printed in the course binder and be available to other registered participants of the course.

Yes No Signature: _____

Affiliation

- CHLA
- TBI
- BIOQuebec
- LifeSciences British Columbia

Cancellations/Substitutions Policy

We will provide a full refund (less an administration fee) for cancellations received in writing 5 business days or more prior to the course date. Substitutions are allowed at any time.

GST Reg # R131497240

2 easy ways to register:

FAX

Completed registration form to: 905-829-9771
attention: Lauren Crompton

MAIL

Send cheque and completed registration form to:
BioCatalyst Yorkton Ltd,
2902 South Sheridan Way,
2nd floor,
Oakville, Ontario, L6J 7L6
attention: Lauren Crompton

? Questions about registration ...
please contact Lauren Crompton,
lcrompton@biocatalystyorkton.com

? Questions about content ...
please contact Diane Kalina at
905-829-9770 x 223 or by E-mail:
dkalina@biocatalystyorkton.com

Location:

Delta Centre-Ville
777 University Street,
Montreal, QC

Preferred

Accommodation:

Delta Centre-Ville,
Montreal, 514-879-1370.
Ask for the preferred rate
of \$189. per room, per night
(available through April 28, 2007).
Booking code is Architects of
Alliances. Visit:
www.deltacentreville.com/biocatalyst

www.CHLAssoc.com