Current Partnering

Business Report:

SAMPLE: Royalty Financing Terms and Agreements in Pharma, Biotech and Diagnostics

Comprehensive directory of royalty financing deals since 2003
Royalty financing contract documents
Royalty financing agreement terms
Royalty financing agreement structure
Top Royalty financing deals by value
Most active Royalty financing dealmakers

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Executive Summary

Welcome to the **Royalty Financing Terms and Agreements in Pharma, Biotech and Diagnostics** report.

The report provides a detailed understanding and analysis of how and why companies enter business, royalty financing agreements.

The focus of the report is on partnerships for royalty assets where partners have entered an agreement to dispose of or acquire said assets.

The report provides access to royalty financing deal payment terms as announced between the parties. This data provides useful insight into the payment and other deal terms.

- Royalty assets - where a specialist investment company acquires the rights to future royalty payments in return for payment of a lump sum payment to the licensor for the product

Understanding the flexibility of a prospective partner's negotiated deals terms provides critical insight into the negotiation process in terms of what you can expect to achieve during the negotiation of terms. Whilst many smaller companies will be seeking details of the payments clauses, the devil is in the detail in terms of how payments are triggered and rights transferred – contract documents provide this insight where press releases and databases do not.

This report contains over 150 links to online copies of actual royalty financing contract documents as submitted to the Securities Exchange Commission by biopharma companies and their partners.

Contract documents provide the answers to numerous questions about a prospective partner's flexibility on a wide range of important issues, many of which will have a significant impact on each party's ability to derive value from the deal.

For example, analyzing actual company agreements allows assessment of the following:

- What are the precise rights granted?
- What is actually granted by the agreement to the acquiring company?
- What is the payment structure for the deal?
- How are sales and payments audited?
- How do the parties work together during transition?
- What is the deal term?
- How are the key terms of the agreement defined?
- How are IPRs handled and owned?
- Who is responsible for commercialization?
- Who is responsible for development, supply, and manufacture?
- How is confidentiality and publication managed?
- How are disputes to be resolved?
- Under what conditions can the deal be terminated?

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- What happens when there is a change of ownership?
- What sublicensing and subcontracting provisions have been agreed?
- Which boilerplate clauses does the company insist upon?
- Which boilerplate clauses appear to differ from partner to partner or deal type to deal type?
- Which jurisdiction does the company insist upon for agreement law?

The initial chapters of this report provide an orientation of royalty financing dealmaking and business activities. Chapter 1 provides an introduction to the report, whilst chapter 2 provides an analysis of the trends in royalty financing dealmaking as well as a discussion on the merits and attributes of royalty financing dealmaking.

Chapter 3 provides an overview of the structure of royalty financing deal contracts. The chapter includes numerous case studies to enable understanding of royalty financing deals for royalty assets.

Chapter 4 provides a review of the leading royalty financing deals since 2000. Deals are listed by headline value. Where the deal has an agreement contract published at the SEC a link provides online access to the contract.

Chapter 5 provides a comprehensive listing of all royalty financing agreement contracts since 2003 available in the public domain. The chapter is organized by A-Z and therapeutic area. Each deal title links via Weblink to an online version of the actual contract document, providing easy access to each contract document on demand.

Chapter 6 provides a comprehensive listing of all royalty financing deals since 2003, including deal value, press release and contract document. The chapter is organized by company A-Z.

The report also includes numerous tables and figures that illustrate the trends and activities in royalty financing dealmaking.

In conclusion, this report provides everything a prospective dealmaker needs to know about royalty financing, enabling thorough learning, education and due diligence prior and during the royalty financing dealmaking process.

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Chapter 2 – Trends in royalty financing dealmaking

2.1. Introduction

Royalty asset purchase deals are increasing in prevalence as smaller companies and academic institutions are seeking new revenue streams and mitigation of risk.

Companies generally seek to dispose of a royalty asset in order to raise funds to invest in others parts of its business.

Historically this type of deal has been low in prevalence. However recent years have seen an increase in royalty financing deal popularity, and it is anticipated that the current financial climate will induce more companies to seek monetization of royalty assets.

Royalty financing provides an alternative to equity financing that provides a lower cost-of-capital source of funding.

Royalty financiers are a keen group but are reluctant in the amount of risk they are willing to take. However, the increased number of players in the royalty financing play will increase competition and drive up deal prices.

This section of the report provides an overview of trends in royalty asset purchase dealmaking since 2000.

2.2. What is royalty financing

Royalty assets are where a specialist investment company acquires the rights to future royalty payments in return for payment of a lump sum payment to the licensor for the product.

The most common participant in this type of deal is an academic institution that wishes to monetize its royalty right to gain urgent funds. However, the approach is also used by smaller biotech and other technology based companies to raise funds as an alternative to VC or other investors.

For the company seeking to monetize a royalty asset it is a simple choice between taking the money or receiving the money in annual installments at some time in the future. For many companies it is a no-brainer – take the money now and use it to fund future developments.

The following figure provides a simple definition for the term royalty financing.

Figure 1: Definition of royalty assets

Term	Definition
Royalty assets	A sale of rights to royalties for sale of the product which would have otherwise been due to the licensor, in return for a lump sum investment. The buyer of the royalty asset would assume right and title

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	to receive the royalties due from the sales of the product under a pre-existing licensing agreement.
Synthetic royalty assets	A sale of a portion of future revenue streams in return for a lump sum investment.

Royalty financiers can provide funding at a much lower cost-of-capital. That allows the investor to put a price on an asset that most other investors would ignore.

2.2.1. Trends in royalty financing deals since 2000

The following chart shows the trends in royalty financing deal announcements since 2000.

There have been a steady number of royalty financing agreements each year since 2000. However, a significant uptick in the number of these deals per annum occurred in 2006.

Figure 2: Trends in royalty financing deal announcements, 2000-2009

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Chapter 4 – Leading royalty financing deals

4.1. Introduction

Royalty financing deals are a method of one company monetizing a royalty asset in return for a cash investment.

This chapter provides an overview of royalty financing deals by headline value, with asset purchases by leading pharma companies forming the majority of deals listed.

4.2. Top royalty asset deals by value

The following figure provides details of the top royalty asset deals by value announced since 2003.

Where the actual agreement contract is available the ✓ symbol links to the contract filing. Simply click on the ✓ to download the contract document.

Figure 3: Top royalty asset deals since 2003

Parties	Date	Value, US$m	Therapy area	Subject	Contract available
MedImmune, Cambridge Antibody Technology – Royalty Pharma	Oct-06	$700	Immun Inflamm	Asset purchase agreement for royalty interest in Humira	×
Northwestern University – Royalty Pharma	Dec-07	$700	CNS	Asset purchase agreement for royalty interest in Lyrica	×
New York University – Royalty Pharma	May-07	$650	Gastro Inflamm	Asset purchase agreement for royalty interest in Remicade	×
Emory University – Gilead, Royalty Pharma	Jul-05	$525	Infection	Asset purchase agreement for royalty interest in Emtriva	✓

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Chapter 5 – Royalty financing agreement directory 2003-early 2010

5.1. Introduction

The following is a comprehensive directory of the available royalty financing contract documents for actual partnering deals as signed by biopharma companies since 2003 until early 2010.

Each description links to the full or redacted contract document as filed at the Securities Exchange Commission.

For detailed listing of royalty financing deals see chapter 6.

5.2. Company A-Z

The following provides a comprehensive listing of royalty financing contract documents available in the public domain, sorted by company party to the announced deal.

Acorda Therapeutics

Partner companies	Date	Stage	Therapy	Asset type	Description
Paul Royalty Fund - Acorda Therapeutics	Jan-06	Market	CNS Delivery	Royalty	Asset purchase agreement for Zanaflex product revenues

Remainder of companies and chapter removed from sample

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Chapter 6 – Comprehensive royalty financing directory 2003-early 2010

6.1. Introduction

The following is a comprehensive directory of royalty financing deals for actual partnering deals as signed by biopharma companies since 2003 until early 2010, irrespective of whether a contract document is available in the public domain.

Each record provides a summary together with press release and links to the full or redacted contract document as filed at the Securities Exchange Commission, where available.

If the description is blue and underlined, it will link to the contract document as filed at the Securities Exchange Commission.

6.2. Company A-Z

The following is a comprehensive directory of royalty financing deals for actual partnering deals as signed by biopharma companies since 2003 until early 2010, sorted by company party to the announced deal.

Example record

Acorda Therapeutics

Partner companies	Date	Stage	Therapy	Value, $m	Description
Paul Royalty Fund - Acorda Therapeutics	Jan-06	Market	CNS Delivery	$25	Asset purchase agreement for Zanaflex product revenues

Press release:

Paul Royalty Fund Purchases Revenue Interest in Acorda's Zanaflex Products

January 19, 2006 - 11:56 AM

NEW YORK — Paul Royalty Fund today announced that an affiliate of the fund has purchased a portion of the future net revenues in Zanaflex Capsules(TM) and Zanaflex(R) tablets from Acorda Therapeutics ("Acorda") for $15 million. Under the terms of the agreement, Acorda also has the option to receive two equal payments of $5 million from the Paul Royalty Fund upon the achievement of 2005 and 2006 sales milestones.

Zanaflex Capsules(TM) and Zanaflex(R) tablets are FDA-approved for the management of spasticity, a symptom of conditions such as spinal cord injury ("SCI") and multiple sclerosis ("MS") that is commonly characterized by stiffness or rigidity, restriction of movement and painful muscle spasms. Both products contain tizanidine hydrochloride, or tizanidine, one of the two leading treatments currently used for the management of spasticity.

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"We're pleased to have provided a financing that provides Acorda with capital in a structure tailored specifically to its needs, and that further supports the work the company is doing," said Dr. Gregory Brown, Partner, Paul Royalty Fund.

According to the National Multiple Sclerosis Society, approximately 400,000 people in the United States are afflicted with MS. According to the National Spinal Cord Injury Statistical Center, approximately 250,000 individuals in the United States have spinal cord injuries with approximately 11,000 new spinal cord injuries per year. The majority of these individuals are injured at 30 years old or younger, and the majority of them are men.

Acorda Therapeutics(R) to Receive Up to $10 Million from Paul Capital Healthcare

Proceeds to Finance Zanaflex Capsules(TM) Salesforce Expansion and Promotion

HAWTHORNE, N.Y. & NEW YORK--(BUSINESS WIRE)--Nov. 29, 2006--Acorda Therapeutics (NASDAQ: ACOR) today announced that it has amended its December 2005 agreement with an affiliate of Paul Capital Healthcare (formerly Paul Royalty Fund) to revise the triggers to receive up to $10 million in additional funding. The Company previously received $15 million to fund the initial expansion of its salesforce from 14 to 32 professionals, as well as other Zanaflex Capsules operations. The current proceeds will fund the recently-announced salesforce expansion to 65 and other Zanaflex Capsules commercialization activities.

Under the terms of the amendment, the Company will receive $5 million at closing with the potential for an additional $5 million if it achieves a 2006 sales milestone.

"Acorda's salesforce has shown impressive performance in marketing Zanaflex Capsules over the past year. We are pleased to be able to expand our existing agreement with the company to fund their recently-announced salesforce expansion initiative," said Lionel Leventhal, Partner, Paul Capital Healthcare.

"We are very pleased with our partnership with Paul Capital Healthcare. This agreement has enabled us to expand our business through a financing that is non-dilutive to our shareholders," said Mary Fisher, Chief Operating Officer of Acorda Therapeutics. "The salesforce expansion will allow us to address more specialists and primary care physicians who are high prescribers of tizanidine."

Acorda Therapeutics Receives Additional $5 Million from Paul Capital Healthcare

HAWTHORNE, N.Y.--(BUSINESS WIRE)--Feb. 7, 2007--Acorda Therapeutics (NASDAQ: ACOR) announced today that it has received a second, $5 million payment as part of its agreement with an affiliate of Paul Capital Healthcare (formerly Paul Royalty Fund) to receive a total of $10 million to fund the expansion of its Zanaflex Capsules(TM) salesforce from 32 to 65 professionals. The second payment was made upon the achievement of sales goals for 2006.

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CurrentPartnering is an online provider of partnering best practice, business intelligence and information for dealmakers.

CurrentPartnering was established in 2007 to offer an objective and informal business tool for business development executives, providing an opportunity for the dissemination of the latest trends in partnering activity within the biopharma sector. In addition, CurrentPartnering will seek to share best practice with other industry sectors.

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CurrentPartnering is a publisher in its own right. We publish a series of reports each year, providing access to critical decision making and best practice intelligence from leaders in the partnering field.

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Contracts – obtain an insight and understanding of the terms acceptable to a potential partner

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Glossary – need to know what a partnering terms means? Find it in our comprehensive glossary of partnering terms, together with real examples from contract documents

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Title	Description	Publication	Price Individual	Site licence
Directories				
Royalty Financing Terms and Agreements in Pharma, Biotech and Diagnostics, 2nd edition	The Royalty Financing Terms and Agreements in Pharma, Biotech and Diagnostics report provides an in-depth insight into the trends, structure and comprehensive access to deals since 2003 plus actual contract documents.	May 2010	$1995	$5,985
Clinical Stage Partnering Terms and Agreements in Pharma and Biotech, 2nd edition	The Clinical Stage Partnering Terms and Agreements in Pharma and Biotech report provides an in-depth insight into the trends, structure and comprehensive access to actual contract documents.	Apr 2010	$2,495	$7,495
Distribution Agreements in Pharma, Biotech and Diagnostics, 2nd edition	The Distribution Agreements in Pharma, Biotech and Diagnostics report provides an in-depth insight into the trends, structure and comprehensive access to actual contract documents.	Mar 2010	$2,495	$7,495
Co-promotion and Co-marketing Agreements in Pharma, Biotech and Diagnostics, 3rd edition	The Co-promotion and Co-marketing Agreements in Pharma, Biotech and Diagnostics report provides an in-depth insight into the trends, structure and comprehensive access to actual contract documents.	Feb 2010	$2,495	$7,495
Partnering Agreements with Bigpharma	The Partnering Agreements with Bigphama report provides an in-depth insight into the trends, structure and comprehensive access to actual contract documents, of deals entered into by the top 50 bigpharma companies	Feb 2010	$2,495	$7,495
Drug Delivery Partnering Agreements in Pharma and Biotech	The Drug Delivery Partnering Agreements in Pharma and Biotech report provides a detailed understanding and analysis of how and why companies enter drug delivery	Oct 2009	$2,395	$7,195

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	partnering deals			
Partnering Agreements in Diagnostics	The Partnering Agreements in Diagnostics report provides a detailed understanding and analysis of how and why companies enter diagnostic partnering deals	Sep 2009	$2,395	$7,195
Option and Evaluation Agreements in Pharma and Biopharma	The Option and Evaluation Agreements in Pharma and Biotech report provides an in-depth insight into the trends, structure and comprehensive access to actual contract documents.	Mar 2009	$1,995	$5,995
Merger and Acquisition Agreements in Pharma, Biotech and Diagnostics, 2nd edition	The Merger and Acquisition Agreements in Pharma, Biotech and Diagnostics report provides an in-depth insight into the trends, structure and comprehensive access to actual contract documents.	Feb 2009	$2,395	$7,195
Co-promotion and co-marketing Agreements in Pharma, Biotech and Diagnostics, 2nd edition	The Co-promotion and Co-marketing Agreements in Pharma, Biotech and Diagnostics report provides an in-depth insight into the trends, structure and comprehensive access to actual contract documents.	Feb 2009	$2,395	$7,195
Product and Asset Purchase Agreements in Pharma, Biotech and Diagnostics	The Product and Asset Purchase Agreements in Pharma, Biotech and Diagnostics report provides an in-depth insight into the trends, structure and comprehensive access to actual contract documents.	Nov 2008	$2,395	$7,195
Pre-clinical Stage Partnering Agreements in Biopharma	The Pre-clinical Stage Partnering Agreements in Biopharma report provides an in-depth insight into the trends, structure and comprehensive access to actual contract documents.	Oct 2008	$2,395	$7,775
Discovery Stage Partnering Agreements in Biopharma	The Discovery Stage Partnering Agreements in Biopharma report provides an in-depth insight into the trends, structure and comprehensive access to actual contract documents.	Sep 2008	$2,595	$7,775
Partnering with Bigpharma	The comprehensive guide to partnering with bigpharma: company profiles, partnering interests, contacts, contracts and much more	Jul 2008	$2,995	$8,995
Manufacturing and Supply Agreements in Biopharma	The Manufacturing and Supply Agreements in Biopharma report provides an in-depth insight into the trends, structure and comprehensive access to actual contract documents.	Apr 2008	$2,395	$7,195

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Therapy reports				
Oncology Partnering Agreements in Pharma, Biotech and Diagnostics	The Oncology Partnering Agreements in Pharma, Biotech and Diagnostics report provides an in-depth insight into the trends, structure and comprehensive access to actual contract documents.	Jun 2009	$2,395	$7,195
Best practice reports				
Practical Guide to Finding Partners in Biopharma, 2nd edition	Practical Guide to Finding Partners in Biopharma provides an in-depth discussion of the best practise processes used to find and secure partnerships effectively and professionally	Apr 2009	$995	$2,985
Company dealmaking profiles				
In-depth company profiles detailing the partnering activity and interests of the leading bigpharma companies. Each profile includes business profile, marketed and pipeline indication listings, partnering interests and activity by deal type, therapy area, stage of development and partnered companies, named business development contacts and access to actual contract documents between the company and partner. For a full list of available company profile reports, visit: www.currentpartnering.com/reports?reports=_current_partnering		Jan 2010	$495	$1,775

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