



DIRECT LICENSING AND SPIN-OFF TERM SHEET
FOOD AND BEVERAGE INDUSTRY

Exhibit Code:

Background of the Technology:

Title of Technology: _____

Cost of Technology: _____

Note: Not exceeding P5 Million Development/ R&D cost, with IP; No limit, without IP

Basis of Valuation: ☐ R&D Cost ☐ IP Value ☐ Fair Market Value (FMV)

Types of IP: ☐ Patent ☐ Utility Model ☐ Industrial Design ☐ Know Hows
☐ Trade Secrets ☐ None

Note: In case of Patent, automatic referral for full-blown FOB evaluation

Background of the Licensee:

Licensee is a:

<input type="checkbox"/> Sole Proprietor:	Yes	No	<input type="checkbox"/> Partnership:	Yes	No
■ With DTI Registration?	_____	_____	■ With SEC Registration?	_____	_____
■ With Audited FS?	_____	_____	■ With Audited FS?	_____	_____
<input type="checkbox"/> Corporation:	Yes	No	<input type="checkbox"/> Cooperative:	Yes	No
■ With SEC Registration?	_____	_____	■ With CDA Registration?	_____	_____
■ With Audited FS?	_____	_____	■ Domestic corporation?	_____	_____
			■ With Audited FS?	_____	_____

	Yes	No	Remarks
With existing facilities?	<input type="checkbox"/>	<input type="checkbox"/>	_____
Years of Existence: At least three years	<input type="checkbox"/>	<input type="checkbox"/>	_____
Equity <i>(Net Worth/Paid-up Capital, excluding cost of plant facilities, equivalent to cost of technology but not below P500,000.00)</i>	<input type="checkbox"/>	<input type="checkbox"/>	_____
Capitalization: <i>(twice the cost of the technology)</i>	<input type="checkbox"/>	<input type="checkbox"/>	_____
For spin-off:			
■ Researcher or any member of the research team	<input type="checkbox"/>	<input type="checkbox"/>	_____
■ Employee/still in the service	<input type="checkbox"/>	<input type="checkbox"/>	_____
■ With government support?	<input type="checkbox"/>	<input type="checkbox"/>	_____

Financial Terms

(1) Effectivity/Terms of Licensing: _____

(2) Royalty:

Cost*	Types of IP	Ideal Royalty**	Yes	No	Remarks
<P1 Million	No IP	At least 0.5%	<input type="checkbox"/>	<input type="checkbox"/>	_____
	Patent	N/A***	<input type="checkbox"/>	<input type="checkbox"/>	_____
	Utility model	At least 1%	<input type="checkbox"/>	<input type="checkbox"/>	_____
	Industrial Design	At least 1%	<input type="checkbox"/>	<input type="checkbox"/>	_____
	Know-How/Trade Secret	At least 1%	<input type="checkbox"/>	<input type="checkbox"/>	_____
P1 Million to P5 Million	No IP	At least 0.5%	<input type="checkbox"/>	<input type="checkbox"/>	_____
	Patent	N/A***	<input type="checkbox"/>	<input type="checkbox"/>	_____
	Utility model	At least 1%	<input type="checkbox"/>	<input type="checkbox"/>	_____
	Industrial Design	At least 1%	<input type="checkbox"/>	<input type="checkbox"/>	_____
	Know-How/Trade Secret	At least 1%	<input type="checkbox"/>	<input type="checkbox"/>	_____
> P5 Million	No IP	At least 0.5%	<input type="checkbox"/>	<input type="checkbox"/>	_____
	Patent	N/A***	<input type="checkbox"/>	<input type="checkbox"/>	_____
	Utility model	N/A***	<input type="checkbox"/>	<input type="checkbox"/>	_____
	Industrial Design	N/A***	<input type="checkbox"/>	<input type="checkbox"/>	_____
	Know-How/Trade Secret	N/A***	<input type="checkbox"/>	<input type="checkbox"/>	_____

*Note: * Refers to R&D or Development Cost, ** Based on the Gross Sales, *** Shall require a full-blown FOB evaluation*

(3) Licensing Fee

Cost*	Types of IP	Upfront Fee	Yes	No	Remarks
<P1 Million	No IP	No minimum	<input type="checkbox"/>	<input type="checkbox"/>	_____
	Patent	N/A**	<input type="checkbox"/>	<input type="checkbox"/>	_____
	Utility model	P10,000	<input type="checkbox"/>	<input type="checkbox"/>	_____

P1 Million to P5 Million	Industrial Design	P10,000	<input type="checkbox"/>	<input type="checkbox"/>	
	Know-How/Trade Secret	P10,000	<input type="checkbox"/>	<input type="checkbox"/>	
	No IP	No minimum	<input type="checkbox"/>	<input type="checkbox"/>	
	Patent	N/A**	<input type="checkbox"/>	<input type="checkbox"/>	
	Utility model	1% of R&D cost	<input type="checkbox"/>	<input type="checkbox"/>	
> P5 Million	Industrial Design	1% of R&D cost	<input type="checkbox"/>	<input type="checkbox"/>	
	Know-How/Trade Secret	1% of R&D cost	<input type="checkbox"/>	<input type="checkbox"/>	
	No IP	No minimum	<input type="checkbox"/>	<input type="checkbox"/>	
	Patent	N/A**	<input type="checkbox"/>	<input type="checkbox"/>	
	Utility model	N/A**	<input type="checkbox"/>	<input type="checkbox"/>	
	Industrial Design	N/A**	<input type="checkbox"/>	<input type="checkbox"/>	
	Know-How/Trade Secret	N/A**	<input type="checkbox"/>	<input type="checkbox"/>	
Note: * Refers to R&D or Development Cost, ** Shall require a full-blown FOB evaluation					
			Yes	No	Remarks
(4)	Is license renewable?		<input type="checkbox"/>	<input type="checkbox"/>	
(5)	Exclusivity: Licensing: Non-exclusive		<input type="checkbox"/>	<input type="checkbox"/>	
	Field of Use: Non-exclusive		<input type="checkbox"/>	<input type="checkbox"/>	
	Geographical: Non-exclusive		<input type="checkbox"/>	<input type="checkbox"/>	
(6)	Sub-Licensing		<input type="checkbox"/>	<input type="checkbox"/>	
(7)	Other agreed terms: _____				
We, as representatives of the Parties to this proposed transaction,do hereby certify that we are authorized to enter into a Technology Transfer Agreement. We further certify that the contents of this Term Sheet are True and Correct to the best of our knowledge. By agreeing on the contents of this Term Sheet, we shall pursue a formal Licensing Agreement and hereby request a Fast-Tracked Fairness Opinion Report subject to submission of required documents in accordance with Republic Act No. 10055, its IRR, and policies, and shall make ourselves available when our participation or presence is requested in any meeting at the DOST.					
			<u>LICENSOR</u>	<u>LICENSEE</u>	
Signature:		_____	_____		
Name:		_____	_____		
Position:		_____	_____		
Institution/Company:		_____	_____		
Contact No.:		_____	_____		
Email:		_____	_____		
ID No.:		_____	_____		
Issued On/At:		_____	_____		
Assisted by: _____			Date: _____		
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