

I.P. AUDIT CHECKLIST

Kain & Associates, Fort Lauderdale, FL at [www. ComplexIP.com](http://www.ComplexIP.com)

Please identify any and all of the following agreements

- License agreements
- Assignment agreements
- Maintenance agreements
- Distribution agreements
- Employment agreements
- Consulting agreements
- Development agreements
- Technology transfer agreements
- Non-disclosure agreements
- Non-competition agreements
- Work for hire agreements
- Contracts with independent contractors
- Escrow agreements
- Services agreements, both for services provided by third parties and to third parties
- Supply agreements, both "inbound" and "outbound"

IP Assets:

Patents:

- Issued Patents:
- Pending Patent Applications:
- Patent Maintenance Procedures:
- All material agreements (both "inbound" and "outbound") relating to the Patents, including, without limitation, all assignments, conveyances or transfers of interest to or from Company (this includes licenses; sublicenses; cross licenses; covenants not to sue; etc.)
- Have all assignments and exclusive licenses of any Patent to Company been properly recorded with the U.S. Patent and Trademark Office?

Trademarks:

- Registered Trademarks:
- Pending Trademark Applications:
- Trademark Maintenance Procedures:
- Obtain list of any third party trademarks, service marks, domain names, trade dress, symbols, logos and other marks known, in U.S. or in other countries, that are the same as or may be confusingly similar to any Trademark
- For each Trademark that was acquired from a third party, obtain and review copy of assignment agreement. Was goodwill assigned with Trademark? Has assignment been recorded with the U.S. Patent and Trademark Office? Within 3 months?
- For each Trademark, obtain copy of any assignment, license or other agreement granting any third party any rights to use such Trademark. Confirm that license is not "naked," i.e., it contains appropriate provisions relating to ownership, use and quality control for

products and services bearing any Trademark.

Copyrights

- Registered Copyrights:
- Pending Copyright Applications:
- List of all persons who participated in development or otherwise made a contribution to the target asset, including all employees and third party contractors. Has each person assigned all rights to Company?

Employee Policies:

- Are employees subject to non-competition agreements?
- Has each employee signed a confidentiality agreement or a non-disclosure agreement?
- Are there policies and procedures that prevent the inadvertent disclosure of trade secrets by employees?
- Are Company departments separated so that each employee does not have access to unnecessary confidential information?
- Are employees required to wear identification badges or carry identification cards?
- Does the Company hold exit interviews to ensure return of company documents and to remind ex-employees of their obligation not to use confidential information of the Company for their own benefit or the benefit of others?

Third Party Communications

- Have trade secrets been disclosed on public material, including advertisements, the Web site, and posters or billboards at the front of the office?
- Have trade secrets been disclosed in patent or copyright applications?
- Do third party recipients of confidential information sign confidentiality agreements or a non-disclosure agreement?

Misc. Documentation Related to IP Assets

- List of computer software owned by the company; including all versions and source and object code, flow charts, other development documents

Litigation:

- Summary of all past, pending, threatened or potential claims against or by Company, its suppliers or customers that relate to the target assets, and copies of all material documents relating to such claims, including, without limitation, all demand letters, filings, pleadings; settlement agreements; consent decrees, orders or judgments; etc

Software Related

- Has any "open source" software been used in the development of target assets? If so, under what "open source" license was the software made available and how was it used? Does software contain any encryption functionality or other technology that is subject to any export control laws?