

Exclusive Patent License Agreement

This Exclusive Patent License Agreement ("Agreement") is made and entered into as of ("Effective Date"), by and between:

- **Licensor:**
- **Address:**
- **Licensee:**
- **Address:**

1. Grant of License

The Licensor hereby grants to the Licensee an exclusive, royalty-bearing license under the Patent(s) listed in Exhibit A to make, use, sell, offer for sale, and import Licensed Products in the field of use within the territory.

2. Term

This Agreement shall commence on the Effective Date and continue until expiration of the last to expire of the Patent(s), unless earlier terminated in accordance with this Agreement.

3. Consideration

The Licensee shall pay to the Licensor the following amounts and royalties:

Upfront payment: \$

Running royalty: % of Net Sales

4. Representations and Warranties

Each party represents and warrants that it has the authority to enter into this Agreement and perform its obligations hereunder.

5. Miscellaneous

This Agreement contains the entire understanding of the parties with respect to its subject matter.

IN WITNESS WHEREOF

The parties have executed this Exclusive Patent License Agreement as of the Effective Date.

Licensor:

By:

Title:

Date:

Licensee:

By:

Title:

Date: