

Authorized User Agreement under Eli Lilly Phenotypic Drug Discovery (PD²) Program

The University of Illinois has executed an agreement with Eli Lilly and Company (“Lilly”) regarding screening of new compounds, with the goal of identifying opportunities for collaboration and licensing (“PD² Agreement”). A copy is attached.

I would like to participate as an “Authorized User” in the Eli Lilly PD² Program. I understand that participants have certain obligations and conditions regarding submission of information and materials to Lilly.

By my signature below:

- i. I acknowledge that I have read and agree to abide by the terms and conditions of the PD² Agreement.
- ii. I acknowledge that I have an obligation to promptly disclose to the University’s Office of Technology Management (“OTM”) all potentially patentable inventions and discoveries that are related to or derived from the materials to be screened, by filling out and submitting the invention disclosure form located at [<http://www.otm.illinois.edu/node/394>].
- iii. I acknowledge that the University owns all inventions and discoveries conceived by me as a result of my duties as a University employee or through my use of University resources such as facilities, equipment or funds.
- iv. I represent that I am the originator of the materials.
- v. I represent that materials submitted are NOT natural products derived from species protected by:
 - CITES (the Convention on International Trade in Endangered Species of Wild Fauna)
 - the government of the country where the natural product was collected or
 - the government of the country in which your institution is based.
- vi. I represent that the materials sent for screening are **NOT** subject to any agreement with a party other than Lilly or the United States federal government and that, to the best of my knowledge, the materials are available for exclusive licensing to Lilly, should Lilly be interested.
- vii. In the event that Lilly requests materials for phenotypic cell-based assays, I understand that I have an obligation to provide materials “in quantities necessary to perform the Research [as defined in the PD² Agreement] along with any relevant information required to perform the testing.” I also represent that the materials will have a purity of at least 90% established by conventional means.
- viii. I understand that Lilly has the right to ask for the chemical structure of the materials. If I choose to provide the chemical structure, I represent that the submitted structure will accurately represent the materials. I further understand that Lilly has an option to negotiate an exclusive license agreement or research collaboration agreement for research and/or development of

materials for which Lilly has requested the chemical structure. I understand that during Lilly's option period and thereafter (if Lilly exercises its option), the University will not be able to enter into agreements with third parties that conflict with Lilly's rights to the materials, including sponsored research agreements with other commercial entities.

- ix. I understand I am free to publish the data obtained from Lilly generated from the Research, except in the situation where I have provided the chemical structure as per item vii above, in which case I will treat as confidential all data generated from Lilly Research I, and will delay publication for a period of time after receiving Lilly's report as further specified in the PD² Agreement.

- x. I agree to inform OTM at the address set forth below if Lilly requests the disclosure of the chemical structures, and will provide to OTM the names and chemical structures of such materials sent.

Signature of Principal Investigator: _____

Printed Name: _____

Title: _____

Department/Unit: _____

Campus Affiliation: University of Illinois at Urbana-Champaign

Date: _____

OTM Address and Contact Information:

Office of Technology Management
Attention: Director
University of Illinois
319 Ceramics Building, MC-243
105 South Goodwin Avenue
Urbana, IL 61801

Phone: 217-333-7862

Fax: 217-265-5530

Email address: OTM@Illinois.edu