

RECAP IQ VALUATION ANALYZER

HOW DO I STRUCTURE A TERMS SHEET?

USE CASE

I work for a biotech company that is about to do a deal with another biotech company for a prostate cancer treatment in Phase III. How should we structure a terms sheet?

HOW TO CONSTRUCT

Go to Search > Alliances to construct your search (Subject Text: "prostate"; Parties: "Biotech/Biotech"; Stage: "Phase III"). Then click "Search Now".

EFR Alliance Search Builder

Enter criteria below to retrieve matching alliances from our database.

Company: Subject Text:

Parties: Agreement Type:

Technology: Stage:

Filed Contracts Deal Snapshot Financials Disclosed

Agreement Date: From: <input type="text"/> mm/yyyy Until: <input type="text"/> mm/yyyy	Deal Size: Greater than \$ <input type="text"/> M Less than \$ <input type="text"/> M	Upfront Payment: Greater than \$ <input type="text"/> M Less than \$ <input type="text"/> M	Royalty Rate: Greater than <input type="text"/> % Less than <input type="text"/> %
Equity: Greater than \$ <input type="text"/> M Less than \$ <input type="text"/> M	R & D Payment: Greater than \$ <input type="text"/> M Less than \$ <input type="text"/> M	Total Milestone Payment: Greater than \$ <input type="text"/> M Less than \$ <input type="text"/> M	Profit Split: Greater than <input type="text"/> % Less than <input type="text"/> %



Agreement	Contract type	Contract date	pdf	Refile
GPC Biotech / Pharmion (12/2005)	Co-Development,License	12/2005		Best
GPC Biotech / Pharmion (12/2005)	Co-Development,License	12/2005		Yes
GPC Biotech / Pharmion (12/2005)	Co-Development,License	12/2005		
GPC Biotech / Pharmion (12/2005)	Supply	12/2005		Best
GPC Biotech / Pharmion (12/2005)	Supply	12/2005		
GPC Biotech / Pharmion (12/2005)	Supply	12/2005		

RESULTS

Search results containing the selected criteria are displayed

- Choose an alliance to open the Alliance Summary
- Scroll down the page and click tab "Open Contract Analysis" to review the Contract Analysis containing key deal terms
- Drill into each Agreement to view it as it was filed with the SEC
- Return to the Alliance Summary to view:
 - Deal Snapshot
 - Pre/Post-Launch data
 - Clinical indications
 - Patents
 - Similar Alliances

Contract Analysis

Licensor/Seller: GPC Biotech

Licensee/Buyer: Pharmion

Agreement Date: 12/2005

Alliance Summary: Open parent Alliance Summary

Related Contracts:

Agreement	Contract type	Contract date	pdf	Refile
GPC Biotech / Pharmion (12/2005)	Co-Development,License	12/2005		
GPC Biotech / Pharmion (12/2005)	Supply	12/2005		
GPC Biotech / Pharmion (12/2005)	Co-Development,License	12/2005		Yes
GPC Biotech / Pharmion (12/2005)	Supply	12/2005		
GPC Biotech / Pharmion (12/2005)	Co-Development,License	12/2005		Best
GPC Biotech / Pharmion (12/2005)	Supply	12/2005		Best

Licensor/Seller Parent:

Licensee/Buyer Parent: Celgene

I. Research & Development

A. Scope of the Agreement
On 12/19/05 (the "Effective Date"), GPC Biotech AG ("GPC") and Pharmion GmbH ("Pharmion") entered into an agreement for the shared development and commercialization of satraplatin for prostate cancer and other cancer indications.

[Satraplatin was licensed by GPC from Spectrum Pharmaceuticals in 9/02, and Spectrum licensed the product originally from Johnson Matthey in 8/01 - see separate analyses.]

"Spectrum Agreement" means the 9/30/02 co-development and license agreement between Spectrum Pharmaceuticals, Inc. (f/k/a Neotherapeutics, Inc.) and GPC Biotech AG.

B. Research Period
GPC shall bear 65% and Pharmion shall bear 35% of Collaboration Costs.

Pharmion shall pay GPC \$19.1M for initial Collaboration Costs, representing:

(a) its 35% share of the Collaboration Costs incurred by GPC between 10/1/05 and the Effective Date (12/19/05); and

(b) the following Collaboration Costs to be incurred per the Development Budget:

(i) ___(CON) for the SPARC Study (including reimbursement of Collaboration Costs incurred by GPC after 10/1/05 and prior to the Effective Date);

(ii) ___(CON) for Exploratory Studies and Post Approval Studies; and

(iii) ___(CON) for other expenses incurred in connection with the Development activities not allocated to a particular Clinical Study or Post Approval Study, including Manufacturing Costs

Pharmion shall make payments on the following schedule for a further Registrational Study conducted by the parties in accordance with the Development Plan: