

# Pulling Material Agreements on Intelligize

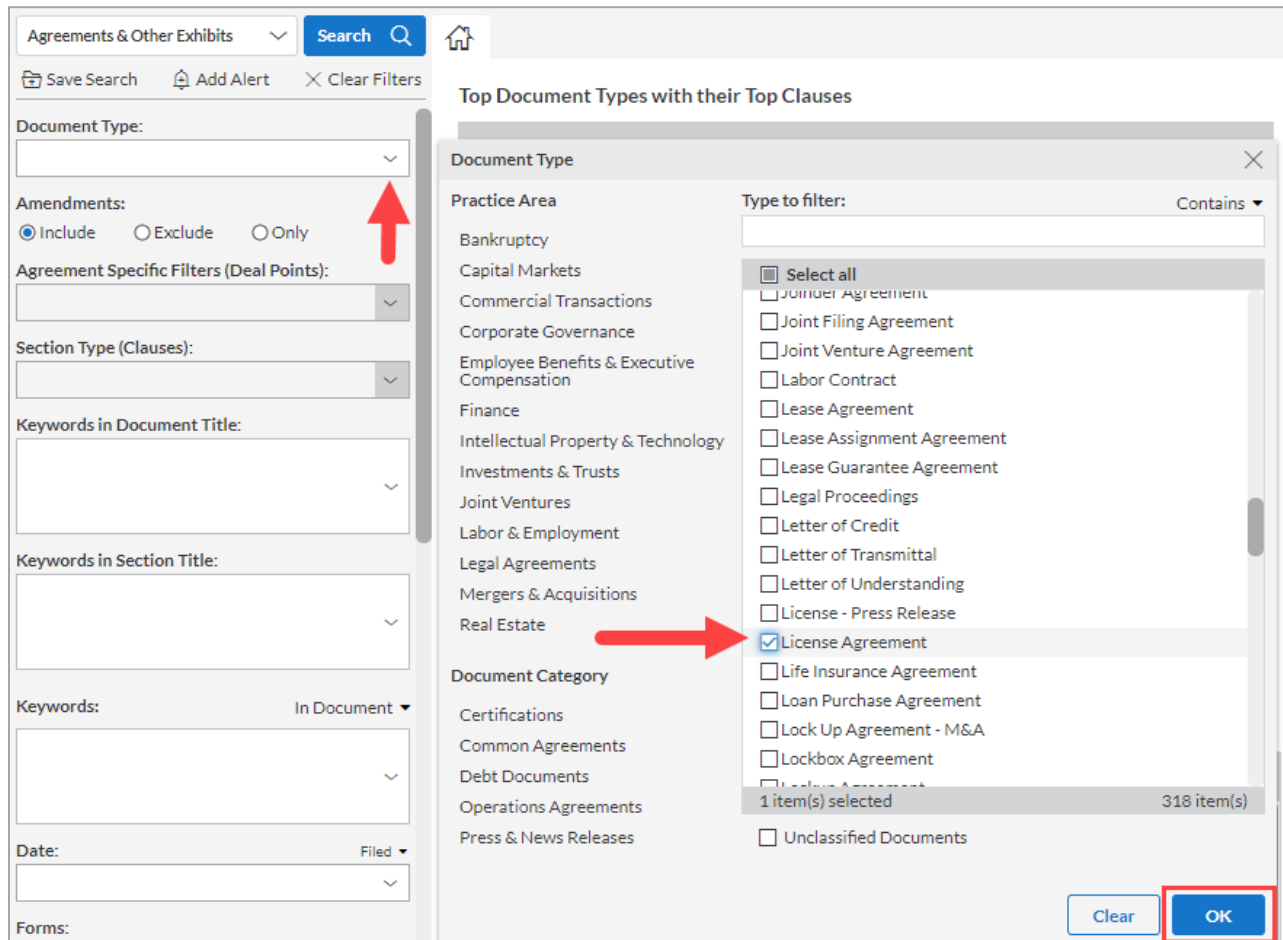
**Challenge:** A Partner at the firm has asked you to pull sample License Agreements that specifically identify clause language for the Representations and Warranties area.

**Solution:** Select the **Agreements & Other Exhibits** database on the left-hand side of the landing page. Once in that database, the top filter will allow you to search for specific agreements by name.

## Step 1:

In the **Agreements & Other Exhibits** database, agreements are extracted from the public filings and categorized for what they are versus where they are in the filing, enabling you to conveniently search by name, by category or by simply typing into the 'Search For' filter.

Since we are looking for **License Agreements**, select that specific item from the search box.



**Step 2:**

The Partner is looking for language pertaining to the Reps & Warranties clause, so click on the Section Type (Clauses) filter and select **Representations and Warranties**. You can expand many of the clauses to drill-down to a more granular level. Once appropriate sections have been made, click OK.

If the Partner has specified an Industry code, peer companies or other information, feel free to further limit results using the search filters on the left-hand side, then click the Search button at the top-left portion of the screen above the search filters.

The screenshot displays a software interface for document analysis. On the left, a sidebar contains several filter sections: 'Document Type' (set to 'License Agreement'), 'Amendments' (radio buttons for 'Include', 'Exclude', 'Only'), 'Agreement Specific Filters (Deal Points)', 'Section Type (Clauses)', 'Keywords in Document Title', 'Keywords in Section Title', and 'Keywords' (with a dropdown set to 'In Document'). A red box highlights the 'Search' button at the top of the sidebar, and another red box highlights the 'Section Type (Clauses)' dropdown menu. A red arrow points to the 'Section Type (Clauses)' dropdown. The main area shows a table titled 'Top Document Types with their Top Clauses' with columns for 'Document Type', 'Count', and 'Per Year'. Below this, a 'License Agreement' dialog box is open, showing a tree view of clauses. A red arrow points to the 'Representations and Warranties' checkbox, which is checked. At the bottom right of the dialog, 'Clear' and 'OK' buttons are visible, with 'OK' highlighted by a red box.

Document Type	Count	Per Year
Employment Agreement	161,787	
Preamble	143,580	
Duties	40,553	
Term of Employment	58,793	
Compensation	72,048	
Termination	63,831	

- Cover Page
- Preamble
- Term and Termination
- Representations and Warranties
  - Disclaimer
  - Mutual Representations and Warranties
  - Limitation of Liability
  - No Conflict
  - Authority
- Confidentiality
- Royalties, Payment and Consideration
- Indemnification
- License

### Step 3:

The results will:

- be arranged in reverse-chronological order
- pull the specific License Agreements
- draw your attention to the Representations & Warranties clauses

These areas will be hyperlinked. Click on one of the Representations & Warranties hyperlinks.

The screenshot displays a legal research platform interface. The top navigation bar includes a search bar, document count (5,541), and a specific document identifier (10-12G 04/17/2020). Below the navigation bar, there are options to save searches, add alerts, and clear filters. The main content area is divided into a left sidebar with filters and a right pane showing search results.

**Filters:** Document Type: License Agreement, Amendments: Include, Section Type (Clauses): Representations and Warranties

**Display:**  Snippets,  Filing Info,  Company Info,  Deal Points,  Settings

EX #	Exhibit	Form	Company
1	EX-4.19 License Agreement "LICENSE AGREEMENT"	20-F	RISE EDUCATION CAY
2	EX-2.9 License Agreement "EXCLUSIVE LICENSE AGREEMENT"	10-12G	INNOVEST GLOBAL, IN

The search results for EX-4.19 show the following structure:

- 6. REPRESENTATIONS AND WARRANTIES
- 6. REPRESENTATIONS AND WARRANTIES
- 6. REPRESENTATIONS AND WARRANTIES ▶ 6.1 Licensor
- 6.1 Licensor . Licensor represents and warrants that (i) Licensor owns all necessary rights, or has obtained necessary Agreement, all subject to revisions to rights granted to Licensor for third party intellectual properties, where applica
- 6. REPRESENTATIONS AND WARRANTIES ▶ 6.2 Licensee
- 6.2 Licensee . Licensee represents and warrants that Licensee has full power and authority to enter into this Agree

The search results for EX-2.9 show the following structure:

- 3. REPRESENTATIONS AND WARRANTIES
- 3. REPRESENTATIONS AND WARRANTIES
- 3. REPRESENTATIONS AND WARRANTIES ▶ 3.1 Rights to Technology
- 3.1 Rights to Technology . Except for the rights, if any, of the Funding Agencies or the United States Government, CSN warranties) (a) it has the right to grant the licenses in this Agreement, (b) it has not granted licenses to the Patent Rig with respect the Patent Rights or pending claims or litigation relating to the Patent Rights. Except for any potential o licensed rights granted by CSMC under this Agreement.
- 3. REPRESENTATIONS AND WARRANTIES ▶ 3.2 Limited Warranty; Certain Damages
- 3.2 Limited Warranty; Certain Damages .

A red arrow points to the "3. REPRESENTATIONS AND WARRANTIES" link in the second result.

## Step 4:

Results will direct you to the Repts and Warranties area of that agreement, as shown in the outline on the left-hand side of the screen.

Easily share this information with the partner by utilizing the **Print**, **Download** or **Email** options above the Display area in the results screen.

The screenshot displays a legal document viewer. On the left, an 'Outline' pane lists the document's structure, including sections like 'EXCLUSIVE LICENSE AGREEMENT', '3. REPRESENTATIONS AND WARRANTIES', and '4. CONSIDERATION'. The main viewing area shows the text of section 3.1, 'Rights to Technology', and section 3.2, 'Limited Warranty; Certain Damages'. At the top of the viewer, there are navigation and utility buttons: 'Print', 'Download', 'Email', 'Save to Workspace', 'Compare', and 'Zoom'. The document title is '10-12G EX-2.9 04/17/2020'.

The **blue text** in the results screen shows defined terms. If there is a list of definitions in the outline of the agreement, Intelligize, in many instances, will pair up the definitions with the keywords. Hover over the blue text to see how that company has defined those terms.

Section 4.3(a) [Running Royalties for Products] during the calendar year in which the Minimum Royalty is due; provided, however, that Licensee may not

Minimum Royalty paid exceeds MC shall have the right

(a) Running Royalties for Products. Licensee agrees to pay and shall pay to CSMC a non-refundable running royalty (each, a "Royalty") in the amount of two percent (2%) on Net Sales of Products made, used, sold or otherwise distributed by Licensee or any Permitted Sublicensee hereunder ("Product Royalty Rate").