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Technology Transfer Mechanisms

Industrial Business Development

At Los Alamos, we believe that technological know how is best shared by building strong partnerships with U.S. industry. We offer a variety of technology transfer mechanisms that allow U.S. companies to access federally developed technology. The most common of these vehicles are described in this guide.

Which mechanism is best depends on the individual needs of the company and the Laboratory. This guide summarizes the general features and advantages of each mechanism.

For more information about any of our technology transfer mechanisms, or to discuss other ways to do business with Los Alamos, please contact us.



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Personnel Exchange Agreements (PEX)

Definition	Protection of Generated Information	Rights in Intellectual Property	Industry Resource Commitment	Laboratory Resource Commitment	DOE Approval Required
Industrial Staff Member Agreement: Company staff member works at the Laboratory.	No	Subject to negotiation.	Company pays the cost of the staff member assigned to the Laboratory (salary and benefits).	The Laboratory provides office space, laboratory, and any support costs.	No
Industrial Assignment Agreement: Laboratory staff member works at a company.	No	Subject to negotiation.	Company pays the costs of the Laboratory staff member assigned to the company site. Company provides office space, laboratory, and associated support costs.	None	Yes
Industrial Fellow Agreement: Laboratory staff member works at a company.	No	Subject to negotiation.	Company pays 50% of the Laboratory staff member's direct salary. Company provides office space, laboratory, associated support and costs.	The Laboratory pays 50% of staff member's direct salary.	No

- These standard agreements permit a private-sector employee to work at the Laboratory or a Laboratory employee to work at a company's location.
- Personnel Exchange Agreements frequently are reached in accord with other technology transfer agreements and must conform to the terms of other relevant agreements negotiated between parties.
- These agreements normally extend for a one-year term, but can be renewed.
- Agreements can usually be put in place within a month.

Web addresses: <http://www.lanl.gov/partnerships/mechanisms/perexch.htm>
<http://www.lanl.gov/partnerships/industrialfellows/index.html>

Non-Disclosure Agreement (NDA)

Definition	Protection of Generated Information	Rights in Intellectual Property	Industry Resource Commitment	Laboratory Resource Commitment	DOE Approval Required
Protects proprietary information exchanged between parties during initial interactions and discussions between the Laboratory and another party on specific technical areas.	None	None—no IP is generated by either party under an NDA.	None	None	No

- This is an agreement that proprietary information provided by one party to another will be protected from further disclosure
- It is frequently used to cover initial interactions between the Laboratory and a potential industrial partner
- An agreement normally covers a disclosure term of one year, but can be renewed
- An agreement can be put in place within a few days

Web address: <http://www.lanl.gov/orgs/ibdnew/mechanisms/nondis.htm>

Non-Disclosure Agreement (NDA)

Non-Federal Work-for-Others Agreement (WFO)

Definition	Protection of Generated Information	Rights in Intellectual Property	Industry Resource Commitment	Laboratory Resource Commitment	DOE Approval Required
A contract that enables a non-federal partner to ask the Laboratory to perform a defined scope of work or list of tasks that draw upon the unique capabilities of the Laboratory.	Proprietary treatment of data is negotiable.	Rights to Laboratory inventions generated under a WFO may be available to a sponsor under DOE's Class Waiver.	Sponsor covers the cost of all Laboratory work (including personnel and materials) to be completed under the Statement of Work signed by both parties.	Personnel, equipment, and facilities are used.	Yes

- Non-Federal Work-for-Others (WFO) Agreements specify reimbursable work performed at Los Alamos National Laboratory, or "sponsored research and development."
- Work must use a unique capability of the Laboratory and not place the Laboratory in direct competition with the private sector.
- These are full-cost-recovery agreements.
- Agreements can be put in place within 45 days.

Web address: <http://www.lanl.gov/orgs/ibdnew/mechanisms/wfo.htm>

Memorandum of Intent (MOI)

Definition Generated	Protection of Intellectual Information	Rights in Resource Property	Industry Resource Commitment	Laboratory Required Commitment	DOE Approval
Nonbinding document signed by parties interested in pursuing a comprehensive agreement for the transfer of technology that defines specific technical areas of interest and the ground rules for interaction and discussions between the parties.	None—no IP is generated under an MOI.	None	None	None	No

- The MOI is a nonbinding memorandum that establishes the ground rules for the interaction between the Laboratory and an industrial partner
- Memoranda signify each party's commitment to work toward another type of partnership agreement.
- These are encouraged for short-term interactions, e.g., for informal relationships that may lead to a formal, binding agreement.
- Proprietary information is not discussed under an MOI.
- An agreement can be put in place in a few days.

Web address: <http://www.lanl.gov/orgs/ibdnew/mechanisms/moi.htm>

Memorandum of Intent (MOI)

User Facility Agreement (UFA)

Definition	Protection of Generated Information	Rights in Intellectual Property	Industry Resource Commitment	Laboratory Resource Commitment	DOE Approval Required
Permits outside users from industry, universities, and other governmental agencies to conduct research using the Laboratory's unique experimental research equipment and facilities.	Subject to negotiation.	User retains rights.	Partner covers all costs associated with using the facility for the tasks defined in the scope of work.	Use of Laboratory facilities is subject to availability and must not interfere with Laboratory programs.	No

- The Laboratory has over 40 unique experimental facilities and laboratories that can be used by U.S. companies.
- The industrial partner directs the activity that occurs within the framework of the agreement.
- Examples of industry use are fabrication, calibration, testing, and evaluation of products and processes.
- A Non-federal Work-for-Others Agreement may be negotiated concurrently.
- Agreements can be put in place in two to four weeks.

Web address: <http://www.lanl.gov/partnerships/mechanisms/facility.htm>

Licensing Agreement

Definition	Protection of Generated Information	Rights in Intellectual Property	Industry Resource Commitment	Laboratory Resource Commitment	DOE Approval Required
A grant of permission by the University of California for commercial or noncommercial use of Laboratory-developed intellectual property.	NA	Grants rights under patents, copyrights, and maskworks to use Laboratory inventions and software.	Licensee pays license fee, annual maintenance fees, and royalties on sales.	Limited technical assistance may accompany grant of license rights.	Required when licensing to a company formed/operated by a Laboratory employee or someone who has been a Laboratory employee within the previous two years.

- A license may be exclusive or nonexclusive and may be limited in field-of-use.
- The U.S. government has a nonexclusive, nontransferable, irrevocable, paid-up, worldwide license to practice or have practiced Laboratory-developed inventions.
- The U.S. government has a "march-in right" to require the licensee to grant a nonexclusive, partially exclusive, or exclusive license to a responsible applicant or applicants under 35 U.S.C. 203 and in accordance with 48 CFR 27.304-1(g).
- Licensees and sublicensees must indemnify, hold harmless, and defend the University and the U.S. government against any and all claims, suits, losses, damage, costs, fees, and expenses resulting from or arising out of exercise of the license or any sublicense.
- Licensee and sublicensees must maintain product liability insurance.
- To show diligence in commercializing the licensed technology, licensee must meet negotiated technical and/or business due diligence milestones in order to maintain the license.

Web address: <http://www.lanl.gov/orgs/ibdnew/license/process.htm>

Licensing Agreement

Cooperative Research and Development Agreement (CRADA)

Definition	Protection of Generated Information	Rights in Intellectual Property	Industry Resource Commitment	Laboratory Resource Commitment	DOE Approval Required
Agreement enables industry, academia, and nonprofit entities to collaborate with the Laboratory for the purpose of joint R&D activities.	Commercially valuable information generated under a CRADA may be protected for up to 5 years.	Rights to IP generated under a CRADA are negotiated separately.	Cost shared through contributions of personnel, equipment, services, facilities, and funds.	Cost shared through contributions of personnel, equipment, services, and facilities.	Yes

- A CRADA requires R&D participation by industry partners.
- It is usually accompanied by a license or option agreement.
- Industry partners must agree to “substantial U.S. manufacture” of resulting products and services.
- DOE must approve a Joint Work Statement and the CRADA before work is initiated.
- Each party receives title to the intellectual property created or invented by its employees.
- The Laboratory cannot pay out funds to the industry partner.
- The U.S. government retains a nonexclusive, paid-up, royalty-free, worldwide irrevocable license to use or have used and to manufacture or have manufactured (for government purposes) intellectual property developed by agencies of the government.

Web address: <http://www.lanl.gov/partnerships/mechanisms/cradas.htm>

Cooperative Research and Development Agreement (CRADA)