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## AGENDA

Presenter: Tech Contracts Academy® LLC – David W. Tollen  
 Title: **Tech Contracts Master Classes™** [AKA TCCP 1-4<sup>1</sup>], **5th Series**  
 Date(s)/Time(s): September 13, 2022 (**Prime Clauses**)  
 September 20, 2022 (**General Clauses**)  
 September 27, 2022 (**Key Liability Terms**)  
 October 4, 2022 (**End-Game and Special Clauses**)  
 Location/Type: Webcast broadcast from California, with live Q&A

Tech Contracts Academy® LLC’s Tech Contracts Master Class™ consists of four courses, which may be taken individually or as a series, covering clauses typically found in information technology contracts. All classes include live Q&A based on questions submitted by attendees (often beyond the estimates listed below). The Master Class curriculum, with time estimates by topic:

<p><b>Prime Clauses, Tech Contracts Master Class™:</b>          License, Subscription, IP Transfer, Payment  <i>[AKA TCCP-1]</i></p> <p><b>09/13/2022</b> (10 a.m.-12 p.m. Pacific Daylight Time)  <b>2 hours</b></p>	<p><i>[Welcome/Announcements (appx. 3 mins)]</i></p> <p><i>Introduction</i></p> <ol style="list-style-type: none"> <li>1. General intro (appx. 7 mins.)</li> <li>2. Contract drafter’s job (appx. 5 mins.)</li> <li>3. IP in IT contracts (appx. 11 mins.)</li> </ol> <p><i>Types of Deals and Prime Clauses</i></p> <ol style="list-style-type: none"> <li>4. Types of tech deals (appx. 3 mins.)</li> <li>5. The prime clause (appx. 2 mins.)</li> </ol> <p><i>Prime Clauses in Action</i></p> <ol style="list-style-type: none"> <li>6. On-premise software license (appx. 15 mins.)</li> <li>7. Subscription for SaaS and other cloud services (appx. 10 mins.)</li> <li>8. Promise of professional services (appx. 8 mins.)</li> <li>9. Software ownership transfers (appx. 15 mins.)</li> <li>10. Combination agreements (appx. 4 mins.)</li> <li>11. Promise of payment (including go-live and other timing issues, and revenue recognition) (appx. 20 mins.)</li> </ol> <p><i>Q&amp;A (appx. 20 mins.)</i></p>
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<sup>1</sup> Tech Contracts Master Classes™ may also be identified (for CLE) as the Tech Contracts Comprehensive Program, and the Tech Contracts Public Core Program, “TCCPs” for short.

<p><b>General Clauses, Tech Contracts Master Class™:</b> Data Management, SLAs, Confidentiality, and other General Clauses <i>[AKA TCCP-2]</i></p> <p><b>09/20/2022</b> (10 a.m.-12 p.m. Pacific Daylight Time) <b>2 hours</b></p>	<p><i>[Welcome/Announcements (appx. 3 mins)]</i></p> <p><i>Introduction</i> (appx. 4 mins.)</p> <p><i>General Clauses</i></p> <ol style="list-style-type: none"> <li>1. Technical specifications (appx. 3 mins.)</li> <li>2. SLAs (appx. 9 mins.)</li> <li>3. Business continuity and disaster recovery (appx. 6 mins.)</li> <li>4. Services descriptions (appx. 10 mins.)</li> <li>5. Delivery, acceptance, and rejection (appx. 8 mins.)</li> <li>6. Nondisclosure (appx. 10 mins.)</li> </ol> <p><i>Data Clauses</i></p> <ol style="list-style-type: none"> <li>7. Privacy and security law (appx. 9 mins.)</li> <li>8. Defining, owning, and licensing data (appx. 5 mins.)</li> <li>9. Use of data, including aggregate (appx. 5 mins.)</li> <li>10. Compliance with privacy and security law (appx. 8 mins.)</li> <li>11. Data location, access, deletion, and e-discovery (appx. 4 mins.)</li> <li>12. Data security (appx. 5 mins.)</li> <li>13. Audits and testing (appx. 4 mins.)</li> <li>14. Data incidents (appx. 5 mins.)</li> <li>15. Provider-friendly data terms (appx. 9 mins.)</li> </ol> <p><i>Q&amp;A</i> (appx. 16 mins.)</p>
<p><b>Key Liability Terms, Tech Contracts Master Class™:</b> Including Indemnities, Warranties, and Limits of Liability <i>[AKA TCCP-3]</i></p> <p><b>09/27/2022</b> (10 a.m.- 12 p.m. Pacific Daylight Time) <b>2 hours</b></p>	<p><i>[Welcome/Announcements (appx. 3 mins)]</i></p> <p><i>Introduction</i> (appx. 5 min.)</p> <ol style="list-style-type: none"> <li>1. Warranties (appx. 18 mins.)</li> <li>2. Indemnities (appx. 47 mins.)</li> <li>3. Provider liability for 3<sup>rd</sup> parties (appx. 12 mins.)</li> <li>4. Limits of liability (appx. 16 mins.)</li> <li>5. Liquidated damages (appx. 11 mins.)</li> </ol> <p><i>Q&amp;A</i> (appx. 11 mins.)</p>
<p><b>End-Game and Special Clauses, Tech Contracts Master Class™:</b> Disputes, Termination, Special Terms, and OSS <i>[AKA TCCP-4]</i></p> <p><b>10/04/2022</b> (10 a.m. - 12 p.m. Pacific Daylight Time) <b>2 hours</b></p>	<p><i>[Welcome/Announcements (appx. 3 mins)]</i></p> <p><i>Introduction</i> (appx. 5 mins.)</p> <ol style="list-style-type: none"> <li>1. Term &amp; termination (appx. 13 mins.)</li> <li>2. Transition and deconversion (appx. 5 mins.)</li> <li>3. Non-solicit and noncompete (appx. 11 mins.)</li> <li>4. Dispute management, mediation, arbitration, waiver of class actions, and jury trials (appx. 9 mins.)</li> <li>5. Ancillary IP terms (appx. 9 mins.)</li> <li>6. Assignment, change of control, and divestiture (appx. 10 mins.)</li> <li>7. Choice of law and courts (appx. 8 mins.)</li> <li>8. Order of precedence (appx. 7 mins.)</li> <li>9. Amendment (appx. 10 mins.)</li> <li>10. Open source software (appx. 25 mins.)</li> </ol> <p><i>Q&amp;A</i> (appx. 8 mins.)</p>