Material Transfer Agreement
for the
Molecular Libraries Screening Centers Network (MLSCN)
National Institutes of Health (NIH) Roadmap Molecular Libraries and Imaging Initiative

Background Information

The NIH Roadmap Molecular Libraries and Imaging Initiative is a research program designed to develop small organic molecules that can be used as chemical probes to study the functions of genes, cells, and biochemical pathways, thereby providing new ways to explore the functions of major components of cells in health and disease (http://nihroadmap.nih.gov/molecularlibraries/). Through this Initiative's Molecular Libraries Screening Center Network (MLSCN), which is compromised of a network of 10 laboratories, biomedical researchers will have access to resources including: annotated information for compounds in the Small Molecule Repository (SMR) that are active in biological assays, assay automation and high-throughput screening, and synthetic chemistry capabilities that can be applied to the discovery and development of innovative chemical tools for use in biological research and as chemical platforms for therapeutics development outside of the MLSCN. The MLSCN centers ("CENTERS") will use and further refine innovative, HTS-ready assays solicited from the research community through the scientific peer review process (http://grants.nih.gov/grants/guide/pa-files/PAR-05-060.html; http://grants.nih.gov/grants/guide/pa-files/PAR-05-147.html), screen a large number of molecules maintained in the SMR to identify compounds ("hits") that are active in the assay, and perform optimization chemistry to develop the hits into useful in vitro or in vivo chemical probes of the targets or phenotypes studied in the assays. The overall coordination and management of the activities funded by the NIH and carried out by the CENTERS, as well as the development, implementation and approval of data release, data sharing, intellectual property and all other policies, is the responsibility of the MLSCN Project Team ("MLSCN PT").

All data generated by the CENTERS, which will include but will not be limited to: assay descriptions, protocols, and/or, links to published assays used and/or refined in the CENTERS; performance data for assays and compounds; primary data from HTS and data generated in the secondary screen (e.g., EC50s, IC50s, AC50s, counter screens); chemical structures, synthesis protocols, and/or links to published synthesis protocols for chemical analogs of hits, for probes, and the biological activity of analogues and probes, will be deposited promptly upon data verification into PubChem (http://pubchem.ncbi.nlm.nih.gov/), a public database, where they will be available to all researchers, in both the public and private sectors, for further use in studying biology and disease.

Definitions

The MLSCN Project Team ("MLSCN PT") means the group of NIH personnel designated to manage and coordinate the activities of the MLSCN Centers that received funding under RFA 04-017; the MLSCN PT also makes final decisions concerning the distribution of MATERIAL to the CENTER(S).

The MLSCN is comprised of a network of centers ("CENTER(S)") consisting of the NIH Chemical Genomics Center and extramurally funded centers (http://nihroadmap.nih.gov/molecularlibraries/fundedresearch.asp).

RESEARCH MATERIAL means all biological and chemical reagents transferred under this Agreement as listed in Appendix A.

INFORMATION means all data and information transferred under this Agreement as listed in Appendix A.

MATERIAL means the RESEARCH MATERIAL and INFORMATION.

MLSCN DATA means all data and information generated by the MLSCN using RESEARCH MATERIAL and/or INFORMATION.

RESEARCH ACTIVITIES OF THE MLSCN (http://nihroadmap.nih.gov/molecularlibraries/) means research activities funded under the NIH Roadmap Molecular Libraries and Imaging Initiative and carried out by the CENTERS that include the following: assay optimization and implementation for HTS, using the HTS assay to screen a large number of molecules maintained in the SMR to identify compounds ("hits") that are active in the assay; using the secondary assay for hit confirmation; performing optimization chemistry (chemical analoging) to develop the hits into useful in vitro or in vivo chemical probes of the targets or phenotypes studied in the assays.

PROVIDER:_____

PROVIDER'S INVESTIGATOR:_____

RECIPIENT(S): CENTER(S) designated by the MLSCN PT to receive the MATERIAL.

Terms and Conditions:

The PROVIDER, MLSCN PT and CENTER agree to the following for use of the MATERIAL in RESEARCH ACTIVITES OF THE MLSCN.

1. The above MATERIAL is the property of the PROVIDER and will be made available to the RECIPIENT(S).

2. THE RESEARCH MATERIAL IS NOT FOR USE IN HUMAN SUBJECTS.

3. The MATERIAL will be used by RECIPIENT(S) only for RESEARCH ACTIVITIES OF THE MLSCN.

4. The MLSCN PT and RECIPIENT(S) will acknowledge the source of the MATERIAL (PROVIDER) as well as the NIH Roadmap Molecular Libraries and Imaging Initiative in any publications by RECIPIENT and/or the MLSCN PT which result from research use of the MATERIAL.

5. Any RESEARCH MATERIAL delivered pursuant to this Agreement is understood to be experimental in nature and may have hazardous properties. THE PROVIDER MAKES NO REPRESENTATIONS AND EXTENDS NO WARRANTIES OF ANY KIND, EITHER EXPRESSED OR IMPLIED. THERE ARE NO EXPRESS OR IMPLIED WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE, OR THAT THE USE OF THE MATERIAL WILL NOT INFRINGE ANY PATENT, COPYRIGHT, TRADEMARK, OR OTHER PROPRIETARY RIGHTS. Unless prohibited by law, NIH assumes liability to the extent permitted by the Federal Tort Claims Act or other applicable law for claims for damages brought against it by third parties which may arise from CENTER(S) use, storage, or disposal of the RESEARCH MATERIAL except that, to the extent permitted by law, the PROVIDER shall be liable to the CENTER(S) when the damage is caused by the gross negligence or willful misconduct of the PROVIDER.

6. The RECIPIENT(S) agrees to use the MATERIAL in compliance with all applicable federal and/or state statutes and regulations.

7. The MATERIAL will be provided at no cost, with the possible exception of the costs associated with shipment of MATERIAL to RECIPIENT(S).

8. PROVIDER agrees that upon data verification all data generated by RECIPIENT(S) using MATERIAL will be promptly deposited into PubChem and any other MLSCN PT-designated database in accordance with the data sharing and intellectual property (IP) terms described in the MLSCN Project Team Policy on Data Sharing and IP in the MLSCN Program (http://www.nimh.nih.gov/dnbbs/73-mcrm.cfm).

9. Inventorship in any inventions developed under the RESEARCH ACTIVITES OF THE MLSCN by the RECIPIENT(S) using the MATERIAL will be determined by U.S. patent law.

10. This MTA will become effective upon the signature of both PROVIDER and MLSCN PT . It will remain in effect for a period of three years with an option to extend the term upon mutual written agreement of both PROVIDER and MLSCN PT.

11. Per the terms of the attached model Letter of Agreement (http://www.nimh.nih.gov/dnbbs/73-mcrm.cfm) the RECIPIENT(S) agree to allow the MLSCN PT Leader to sign this Agreement on their behalf.

The PROVIDER and MLSCN PT must sign both copies of this letter and return one signed copy to the PROVIDER. The PROVIDER will then send the MATERIAL directly to a particular CENTER(S) as directed by the MLSCN PT.

Signatures begin on the next page

PROVIDER CONTACT INFORMATION and AUTHORIZED SIGNATURE

Provider Scientist: _____
Provider Organization: _____
Address: _____
Name of Authorized Official: _____
Title of Authorized Official: _____
Certification of Authorized Official:

_____ _____
Signature of Authorized Official *Date*

Provider's Mailing Address for Notices:

_____
_____
_____
_____
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MLSCN PROJECT TEAM LEADER CONTACT INFORMATION and AUTHORIZED SIGNATURE

Name of Authorized MLSCN Official: Linda Brady, Ph.D.
Title of Authorized MLSCN Official: MLSCN Project Team Leader

_____ _____
Signature of Authorized MLSCN Official *Date*

MLSCN PT's Mailing Address for Notices:

Linda Brady, Ph.D.
Molecular, Cellular, and Genomic Neuroscience Research Branch
Division of Neuroscience and Basic Behavioral Science
National Institute of Mental Health (NIMH)
National Institutes of Health (NIH)
6001 Executive Blvd.
Room 7185 MSC 9641
Bethesda, MD 20892-9641
Tel: 301 443-5288
e-mail: lbrady@mail.nih.gov

Attachments: 1) Appendix A (List of MATERIALS); 2) model NIH-CENTER Letter of Agreement for the Molecular Libraries Screening Centers Network (MLSCN) National Institutes of Health (NIH) Roadmap Molecular Libraries and Imaging Initiative

Appendix A

Please list and briefly describe all material(s), reagent(s), performance data, information, compound(s), etc. that will be transferred under this MTA.