



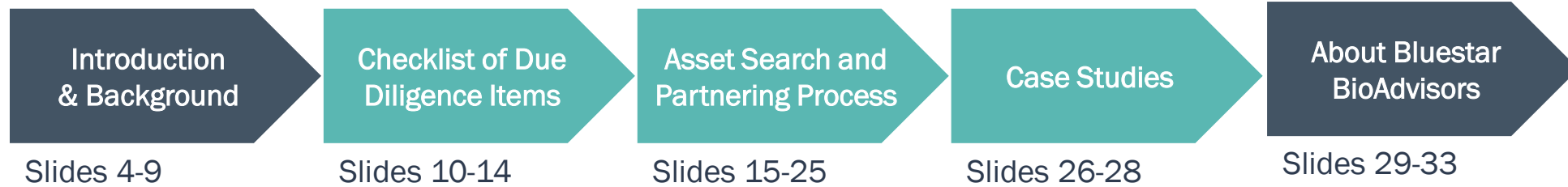
Acquiring and Partnering Assets: Insights Into BioPharma's Matchmaking

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This presentation is designed to introduce and review various strategies used to conduct asset searches and engage in the partnering process. The insights we share herein are based on completed projects for several of our biopharmaceuticals clients. The content is not intended to support or refute specific approaches or methodologies described by other industry professionals.

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Introduction and Background

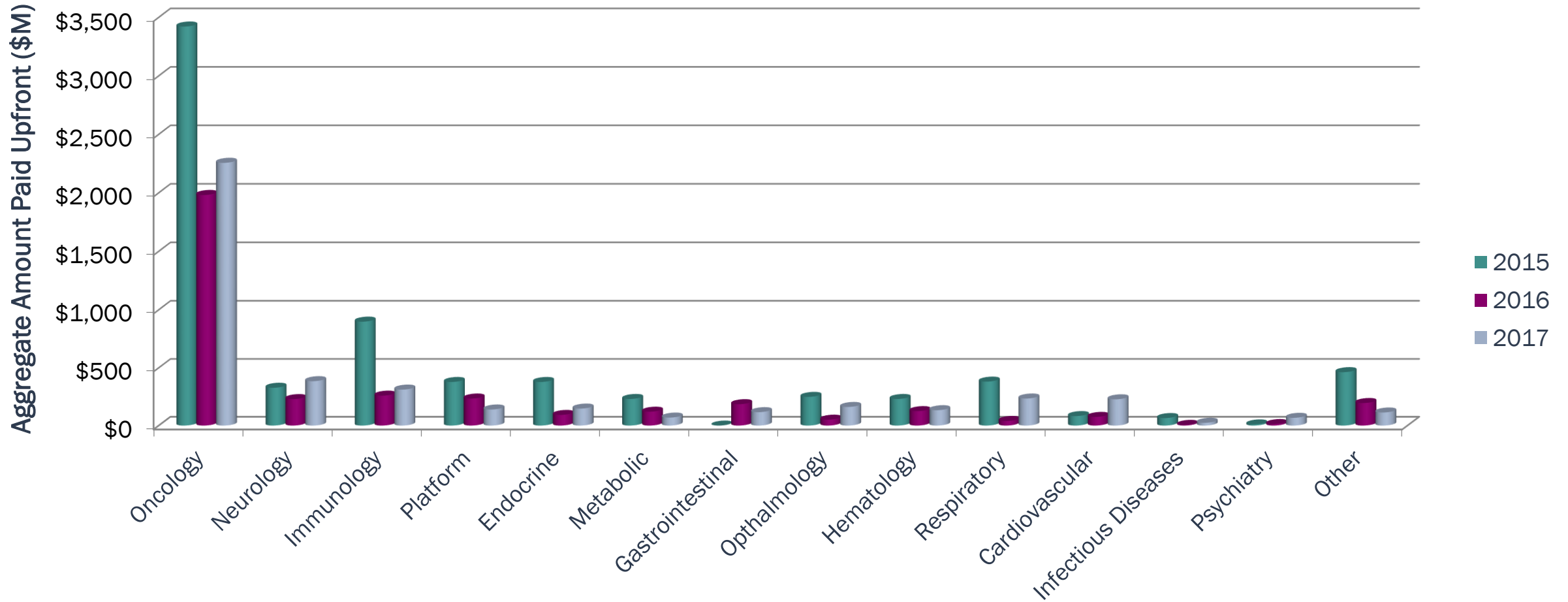
Introduction



- In the past decade the healthcare industry has experienced an unprecedented revolutionary shift in its ability to provide transformative treatments to patients.
 - Areas within cancer are progressively becoming chronic, manageable diseases for which there are an increasingly greater number of targeted and personalized treatment options available.
 - Gene therapy and cell therapy, with a handful of notable approvals, have not only earned their place as viable modalities among the traditional small molecules and biologics, but are now poised to provide a truly curative rather than symptom-management approach to treating rare diseases.
 - Digital health, in the form of wearables and the first approved “digital pill”, will enable remote monitoring and streamlining of data exchange between physicians, payers and patients to improve non-adherence and, thereby, treatment outcomes and disease management, with the added hope of reducing the overall cost of treatments.
- The private investment community and public markets have clearly shown their enthusiasm for the healthcare industry by providing ample financial backing. This is exemplified by over 12 billion dollars invested by venture groups just last year alone and several notable Initial Public Offerings for companies whose assets have not even reached the clinical stage proof-of-concept.
- These trends, combined with reductions in internal R&D programs at pharma and continued interest in in-licensing or acquiring potential transformative product candidates, emphasizes the fact that searching for new therapeutic assets and finding partners for their development remains a viable value-creation option for companies with innovative science, a well-defined path from clinic to market and a creative reimbursement strategy.

Assets in development for oncological indications attract the most capital, a trend that has continued in the past three years and which has mostly been driven by therapeutic advances in immuno-oncology

Aggregate Amounts Paid Upfront By Disease (\$M) For Licensing Agreements Executed Between 2015 and 2017



Innovative technologies that give rise to potential novel therapeutic assets are generally the remit of biotechnology companies; late-stage clinical development and commercialization often requires the expertise and market presence of big pharma

Biotech and Pharma – Differing Challenges



- With a few exceptions, most biotechnology companies (aka biotechs) are truly Research and Development (R&D) organizations that have been formed around a platform technology and which focus on asset-specific value construction.
- The risk-to-reward ratio for biotechs is impacted by the fact that funding is always finite and contingent upon clinical advancement in a world where failure is the norm.
- For a biotech company to become a commercial organization and shift its focus away from R&D/early clinical development to late-stage development and marketing operations constitutes a cultural evolution.
- Those who have made the strategic decision to become a fully integrated biopharma company often focus on commercializing assets in rare diseases, where building a sales force and establishing a relationship with patient advocacy groups can be achieved by a relatively small team.
- Asset partnering therefore continues to be an attractive growth strategy for many biotech companies, especially those with innovative platforms or multi-asset approaches.



- Pharmaceutical companies face several challenges as they consider pipeline expansion, including whether to invest in internal vs external innovation. A program that is brought in from the outside may effectively de-prioritize one that has been pursued internally. An increasing number of pharma organizations invest in their own-funded external science innovation groups to bridge that gap.
- The majority of late stage assets in big pharma's pipelines are from biotech companies, a clear trend in R&D externalization. Additionally, in the past two decades in-licensed programs have delivered almost a two-fold higher rate of return in development versus in-house programs.^{1,2}
- The desire to acquire and develop a blockbuster, multi-billion dollar pharmaceutical is no longer realistic. The goal now is to become either “best in class”, or “only in class” while meeting strategic corporate objectives and continuing to bring value to shareholders.
- In recent years it has become obvious that the healthcare system is moving towards a patient-centric, value-based approach with large commercial organizations, like big pharma, experiencing increasing pressure from regulators, payers, providers and patients.
- It is thus pertinent to select and then develop a product that has the biggest potential to address these challenges with the cleanest path to market.

Biotech usually consider three different options when licensing out their assets or platform technologies; options 1 and 2 are most likely, as is a hybrid approach that includes both 1 and 2

Typical Value Creation Business Development Models for Biotech Companies

	Scenarios	Pros	Cons
1	<p>License out technology platform</p> <ul style="list-style-type: none"> A biotech company licenses its platform technology to biopharma; the agreement may or may not include additional R&D services. Biopharma partner commits resources to identify, clinically develop and commercialize assets designed with that technology platform as future pharmaceutical products. 	<ul style="list-style-type: none"> Low risk option when financial resources are limited Provides validation needed to raise additional funds Milestone payments and small future royalties on sales may still apply and provide much needed cash 	<ul style="list-style-type: none"> Loss of control over the technology platform Selling before value of the platform is fully recognized
2	<p>License out preclinical through clinical proof of concept (POC) assets</p> <ul style="list-style-type: none"> A biotech company uses its proprietary platform technology to develop assets (small molecules, proteins, antibodies and other modalities) Upon achieving a reasonable development milestone, or POC, the asset or a portfolio of assets is then exclusively licensed out to a biopharma company, who will develop it into a pharmaceutical product and take on the regulatory, commercial and marketing responsibilities. 	<ul style="list-style-type: none"> Higher return on investment, as upfront payment alone may enable recovery of funds invested in development Should the asset become a successful product, additional commercial-stage milestones, payments and/or royalties will be due 	<ul style="list-style-type: none"> Longer time horizon than technology licensing; exposure to a greater level of risk, which can be mitigated by a co-development or co-marketing arrangements Reasonable commercial efforts need to be enforced with the partner. Joint steering committee and alliance management become a necessity
3	<p>Develop and commercialize internally-developed or acquired assets</p> <ul style="list-style-type: none"> A biotech company creates their own pharmaceutical assets and then subsequently becomes a fully-integrated biopharma company by developing and commercializing these assets. 	<ul style="list-style-type: none"> Attractive model when substantial investor backing exists, or when there is a well-established revenue stream from previously successful technology partnering or asset out-licensing 	<ul style="list-style-type: none"> Financial burden and risk exposure is greater than for the other two options, but can be mitigated by co-development or co-marketing arrangements

Selling Assets and Finding Partners

Most “buyers” (especially pharma) are flooded with incoming requests, reviewing several hundred opportunities annually. Prioritization thus becomes paramount.

For the “seller” (many biotech companies) it is important to understand the data and process requirements of a potential partner, how their existing pipeline can be complemented, and whether they are active in deal-making. It is also key to have the internal strategy defined for taking the asset out. Is straight out-license of rights for all territories and therapeutic applications desirable or would a co-development agreement make more sense perhaps because of internal expertise that resides within the seller organization?

To attract potential buyers, the asset’s information package has to meet certain threshold criteria in order to engage a partner in that first phone call or in-person meeting.

During the initial asset assessment stages, the key characteristics that a potential partner looks for are: compelling animal data in a model that closely recapitulates human disease state, human tissue or genetic, as well as transcription expression-related data that could drive biomarker selection strategy down the development road, and differentiation from the standard of care should a program move forward successfully in the clinic

It is expected that a licensor (seller) will be able to answer the following fundamental questions:

- Is my company offering disruptive technology or platform?
- Is the biology novel? What is the biological mechanism of action and rationale?
- What is the unmet medical need? What are the current treatment options and how satisfied is the target patient population with the current treatment?
- What benefits does the asset provide?
- How does it stack up against the competition (efficacy, safety, dosing, and cost)?
- What is the future potential target audience or customer for this product?
- Even if at early stage of development, can an insight be offered into clinical development, commercial strategy and payers’ perspectives?

In our experience, the fastest way to derail any partnering discussions is to use poor animal models to demonstrate preclinical proof of principle, clinical endpoints that simply are not well thought out, patient populations that are poorly defined and selected for a trial, lack of intellectual property strategy or protection, or a lack of understanding of the competitive landscape and grandiose, unsupported claims of future market potential.



Checklist of Due Diligence Items



Checklist of Due Diligence Items a “Buyer” Is Generally Looking For

Seller Background & Biological Rationale

Key Information Category	List of Items
<p data-bbox="112 386 764 432">Company and Asset Background</p>  <p data-bbox="112 782 1121 851">Bluestar BioAdvisors works with clients to craft their stories by creating and modifying slide presentations, teasers and a TPP</p>	<ul style="list-style-type: none"><input type="checkbox"/> Corporate background (non-confidential and confidential presentations)<ul style="list-style-type: none"><input type="checkbox"/> Funds raised and their source(s)<input type="checkbox"/> Management’s experience and expertise<input type="checkbox"/> Platform technology<input type="checkbox"/> Candidate/Program<ul style="list-style-type: none"><input type="checkbox"/> When was program initiated?<input type="checkbox"/> Where there any previous owners?<input type="checkbox"/> Was the asset acquired or built organically?<input type="checkbox"/> Developmental stage of the asset<input type="checkbox"/> Target product profile (TPP)
<p data-bbox="112 893 978 939">Biological Rationale, Scientific Publications</p>  <p data-bbox="112 1176 1240 1282">Bluestar BioAdvisors, by interviewing various stakeholders, assesses the strength of preclinical/clinical (if applicable) data in the context of competitive landscape and future market potential</p>	<ul style="list-style-type: none"><input type="checkbox"/> Pedigree (lead asset and follow-on or back-up molecules)<input type="checkbox"/> Mechanism of action and data supporting target engagement in a model of disease<input type="checkbox"/> Physicochemical properties (solubility and stability)<input type="checkbox"/> Bio-distribution and pharmacokinetics<input type="checkbox"/> Toxicology (GLP and non-GLP)<input type="checkbox"/> Unmet medical need<input type="checkbox"/> Primary disease target<input type="checkbox"/> Potential secondary disease target



Checklist of Due Diligence Items a “Buyer” Is Generally Looking For



Intellectual Property, Competitive Landscape & Market Data

Key Information Category	List of Items
<p data-bbox="112 419 517 465">Intellectual Property</p> 	<ul data-bbox="1294 419 2379 715" style="list-style-type: none"><input type="checkbox"/> Patents and patent applications in key geographies (composition of matter, methods and use)<input type="checkbox"/> Freedom to operate analysis<input type="checkbox"/> Trademarks<input type="checkbox"/> Copyrights and design rights<input type="checkbox"/> Exclusivity/third party involvement (if any)<input type="checkbox"/> Know-how; trade secrets
<p data-bbox="112 752 1014 798">Market, Industry and Competitive Landscape</p>  <p data-bbox="112 958 1251 1096">Bluestar BioAdvisors analyzes competitive landscapes, conducts market assessment studies utilizing primary and secondary research to assist clients in addressing market potential for their assets, and provides insights into asset positioning with investors and partners</p>	<ul data-bbox="1294 752 2104 1048" style="list-style-type: none"><input type="checkbox"/> Competitive landscape<input type="checkbox"/> Description of markets and estimated market size<input type="checkbox"/> Market needs<input type="checkbox"/> Comparison to Standard of Care<input type="checkbox"/> Product form [e.g.: NCE, NBE, 505(b)2]<input type="checkbox"/> Post-marketing requirements<input type="checkbox"/> Life cycle management strategy



Checklist of Due Diligence Items a “Buyer” Is Generally Looking For

Clinical evidence & CMC

Key Information Category	List of Items
<p data-bbox="112 419 843 462">Clinical Evidence, Development Plan</p>  <p data-bbox="112 644 1238 751">Bluestar BioAdvisors, by interviewing various stakeholders, assesses the strength of clinical data in addressing the unmet medical need, potential to impact standard of care, as well as the future potential for reimbursement</p>	<ul style="list-style-type: none"><input type="checkbox"/> Clinical trial design<ul style="list-style-type: none"><input type="checkbox"/> Primary and secondary endpoints<input type="checkbox"/> Proposed differentiation from placebo or comparator<input type="checkbox"/> Size of the population/trial<input type="checkbox"/> Patient enrollment rate – length of the trial<input type="checkbox"/> Clinical data<ul style="list-style-type: none"><input type="checkbox"/> Efficacy, safety<input type="checkbox"/> Biomarkers, companion diagnostic, if relevant
<p data-bbox="112 795 1029 838">Chemistry, Manufacturing and Controls (CMC)</p> 	<ul style="list-style-type: none"><input type="checkbox"/> Data on synthesis, scalability and batch-to-batch consistency<input type="checkbox"/> Analytical methods<input type="checkbox"/> Manufacturing strategy and future plans<input type="checkbox"/> Drug substance and Drug product suppliers<input type="checkbox"/> Final product formulation



Checklist of Due Diligence Items a “Buyer” Is Generally Looking For

Pricing, Reimbursement & Financial Analysis

Key Information Category	List of Items
<p data-bbox="112 422 675 468">Pricing and Reimbursement</p>  <p data-bbox="112 704 1230 772">Bluestar BioAdvisors, by interviewing payers, hospital administrators and other relevant stakeholders, evaluates the future potential for pricing and reimbursement</p>	<ul data-bbox="1294 422 2339 765" style="list-style-type: none"><input type="checkbox"/> Correspondence with regulatory agencies<input type="checkbox"/> Regulatory incentives, if any (e.g.: orphan designation, fast track, breakthrough designation, various vouchers, tax credits)<input type="checkbox"/> Real World Evidence study requirements, if appropriate<input type="checkbox"/> Risk Evaluation and Mitigation Strategy program, if appropriate<input type="checkbox"/> Timing of Phase IV, if any<input type="checkbox"/> Pricing/Profit Margin Royalty<input type="checkbox"/> Health economics data
<p data-bbox="112 803 468 849">Financial Analysis</p>  <p data-bbox="112 1029 1225 1098">Bluestar BioAdvisors conducts financial valuations (epidemiology - or prescription-based models), as well as comparable company, product, and transaction analyses</p>	<ul data-bbox="1294 803 1921 1103" style="list-style-type: none"><input type="checkbox"/> Revenue projections or Sales forecast<input type="checkbox"/> NPV or rNPV<input type="checkbox"/> Investment to POC<input type="checkbox"/> Investment to Market<input type="checkbox"/> Third party support opportunities<input type="checkbox"/> Alternatives to Partnering<input type="checkbox"/> Cost of marketing post approval

Asset Search and Partnering Process

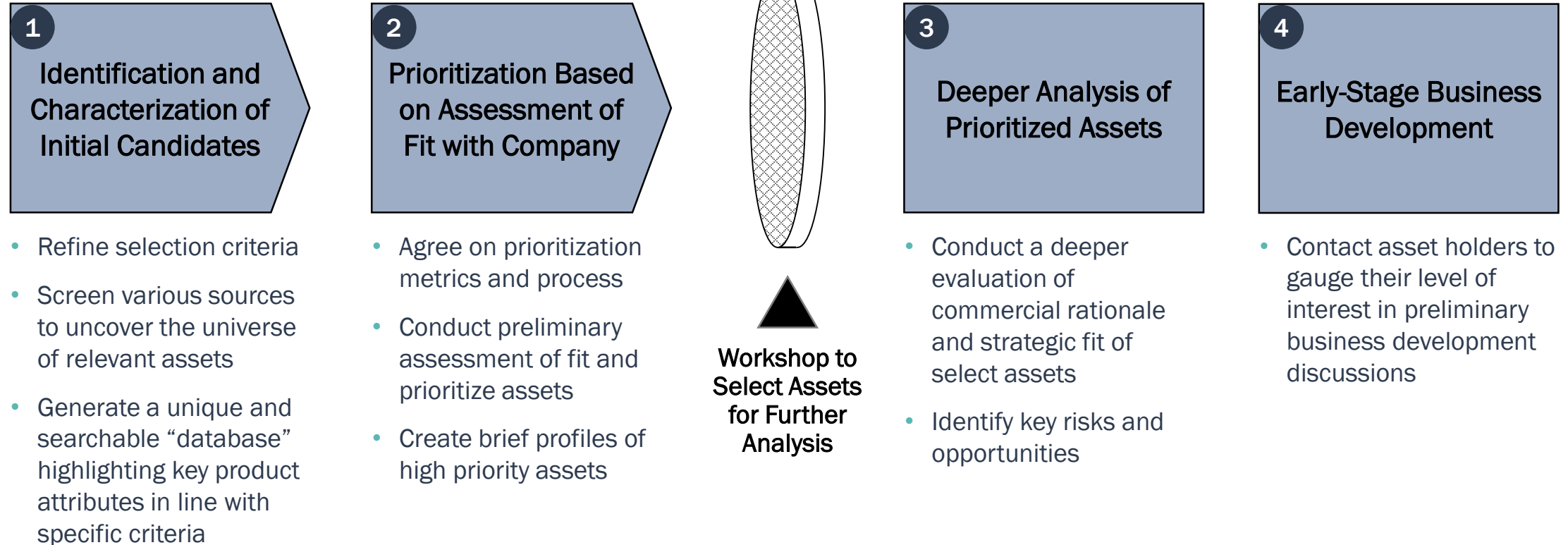
Searching for Assets

- Biopharma companies search for assets for a number of reasons, including:
 - To provide growth opportunities and pipeline de-risking
 - To complement current pipeline or product offering
 - To establish presence in an adjacency or to shift focus to a new product area
 - To gain a commercial footprint in a new geography
 - To ensure that they remain active in the marketplace and not miss out on an opportunity
- The process of in-licensing is often tedious and time consuming, thereby making it difficult for internal teams to run a comprehensive screen. Many business development executives take on a multi-faceted approach to maximize that process by increasing the chances of successfully identifying an asset to in-license and close on a transaction
 - Attend “Bio” conferences to meet with as many relevant asset holders as possible
 - Send inquiries to colleagues in the industry
 - Include internal departments (e.g., R&D teams) in the business development and licensing process
 - Update the BD/Partnering section of the website or send out fliers/marketing materials describing in-licensing business development strategy
 - Use select social media (e.g., LinkedIn)
 - Respond to in-coming queries and requests for evaluation
 - Work with consulting firms to systematically screen and analyze potential assets of interest



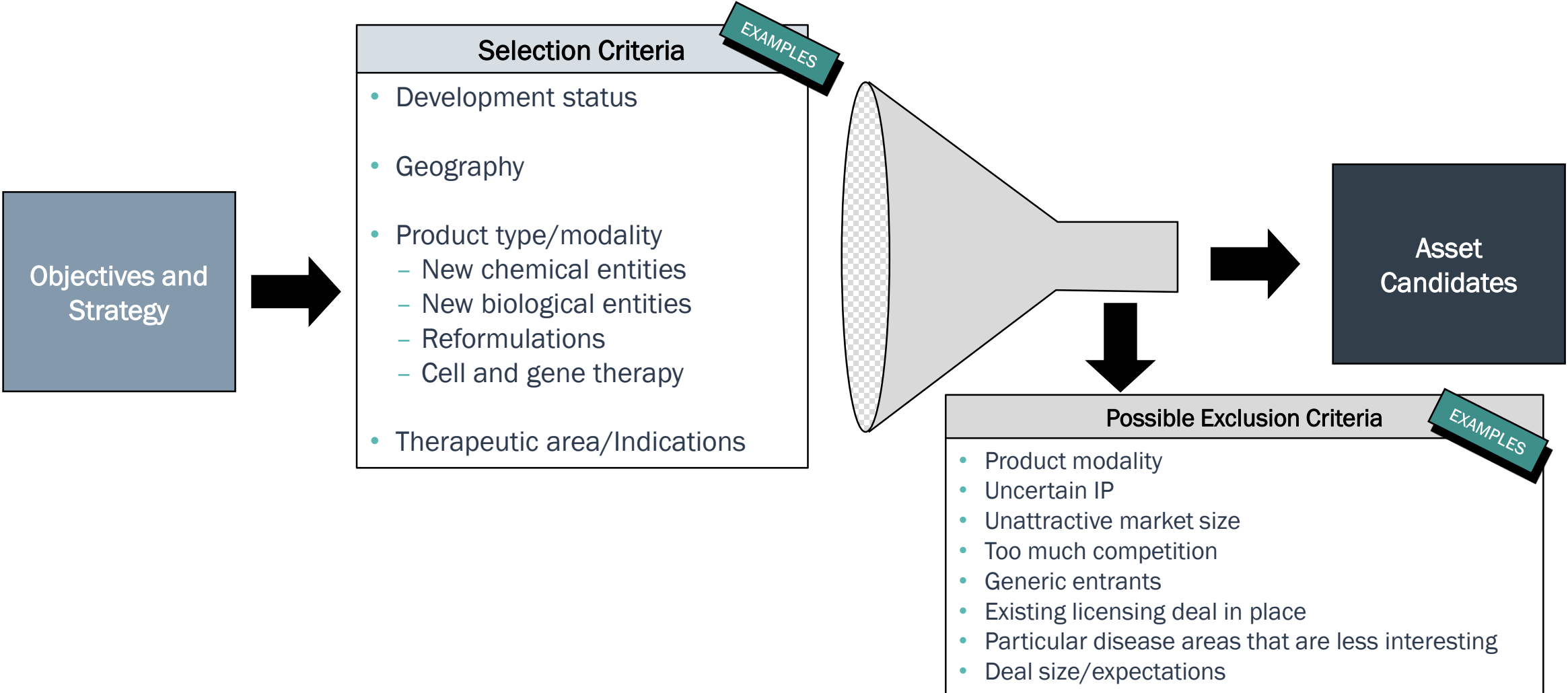
The systematic approach for finding and screening assets requires a multi-phased approach that allows for a customized, iterative search process

Search and Evaluation Process Flow



There are several key strategic issues that influence the search and define specific asset selection criteria

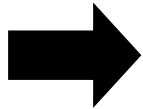
Project Initiation



The output from the searches is used to develop a comprehensive list of assets that highlights their key attributes

Asset Database

- Sources:
- External and proprietary databases
 - Market and industry reports
 - Company presentations
 - Conference attendance

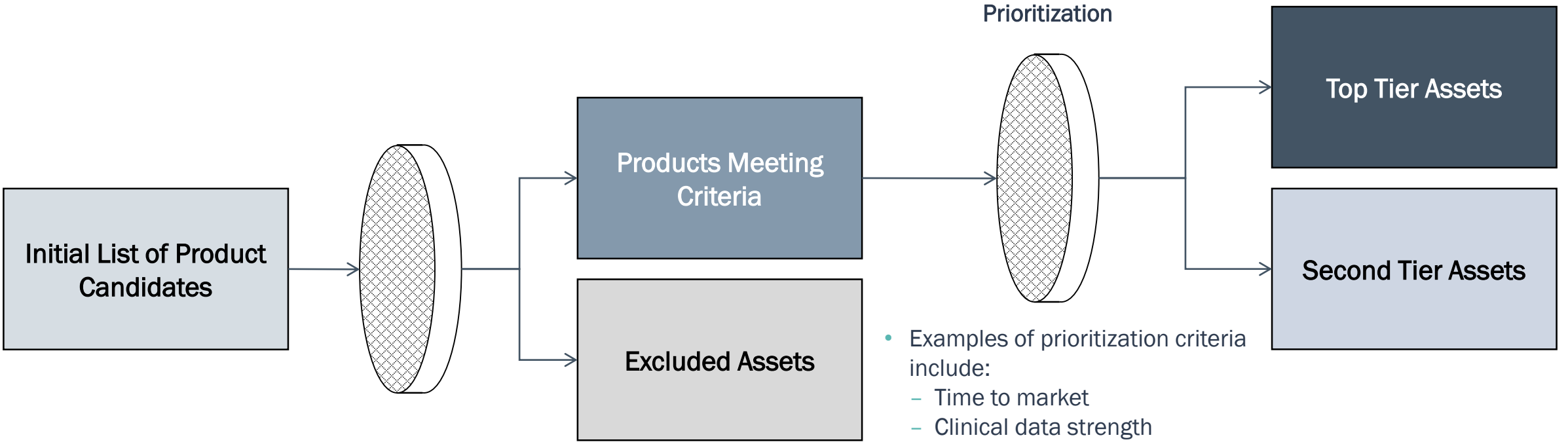


Product Name	Indication	Company Name	Dev. Status	Mechanism of Action	Route of Admin.	Clinical Data Highlights	Licensing/ Transaction History	Comments

EXAMPLE

From the asset list, we apply a set of prioritization criteria, agreed upon with our clients, to identify high priority assets

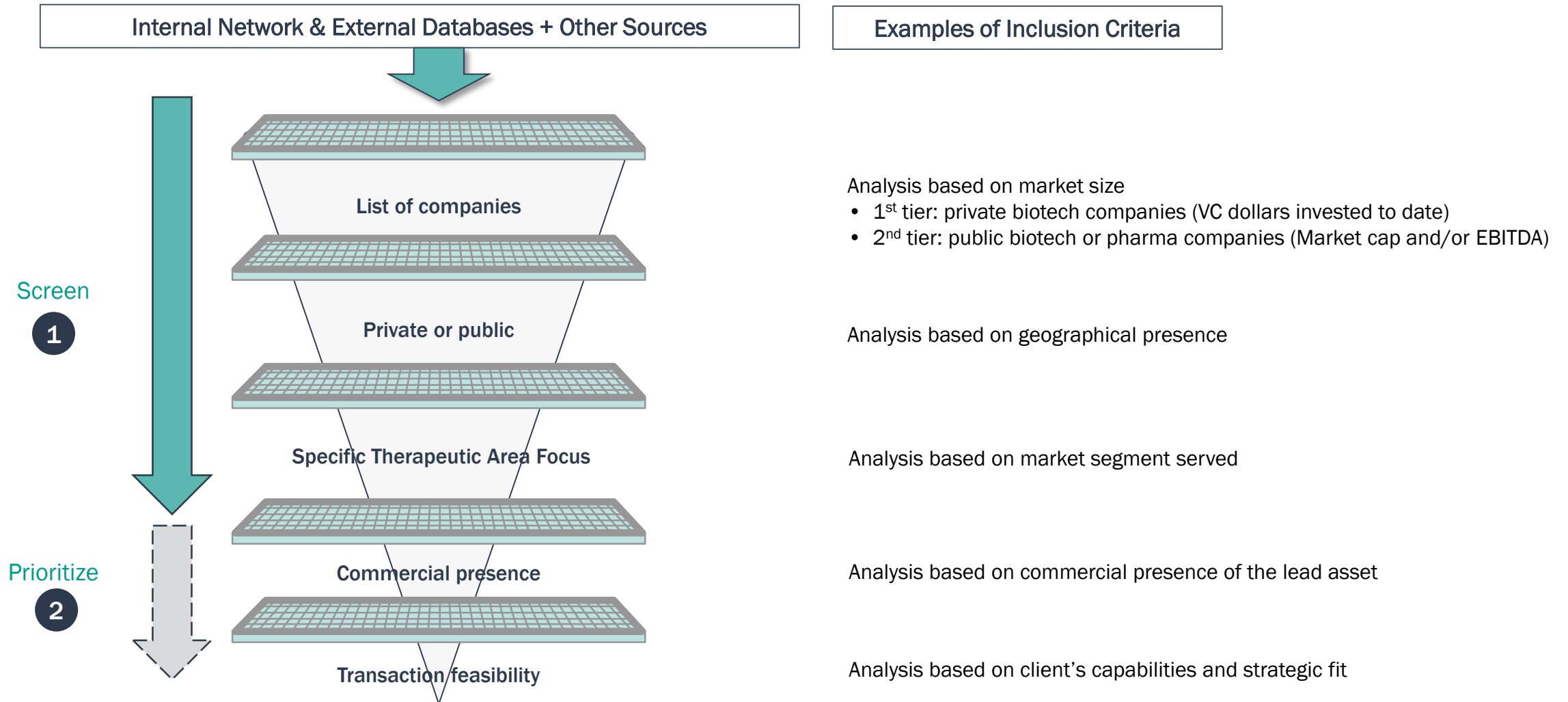
Key Activities



- Examples of prioritization criteria include:
 - Time to market
 - Clinical data strength
 - Novelty of mechanism of action
 - Small molecule vs biologic
 - Competitive position
 - Chronic vs. acute therapy
 - Exclusivity
 - Indication attractiveness

A similar approach used to search for assets can be applied to identify and screen for companies, as M&A or investment targets

Screening and Inclusion Criteria



If assets are identified for further analysis, we can conduct additional research to develop a deeper understanding of the opportunities and risks

Profile for Deeper Dive Candidates

Opportunity	<ul style="list-style-type: none">• Size of the relevant patient population• Disease severity and magnitude of unmet need• Ability to address the unmet need• Relevant stakeholders/likely prescribers• Competitive intensity
Risks	<ul style="list-style-type: none">• Validity of the mechanism of action• Stage of development• Size and length of trials• Modality of the asset (e.g., biologic, small molecule, stem cells, gene therapy, etc.)• Likelihood of availability for licensing

EXAMPLE



Rationale for Attractiveness of the Opportunity

Depending on the number of assets being researched, we seek perspective of experts to gauge potential of the assets to satisfy unmet needs among the relevant patient population and to further assess commercial attractiveness

The final phases of asset or company search analyses may include creation of in-depth profiles and outreach to target companies to gauge their interest in preliminary business development discussions

Detailed Company Profile Objectives

- The expanded profiles capture detailed information about the targeted companies and further evaluate the current state of their operations.
- The intent is to determine whether the candidate company is an attractive partner and constitutes a logical fit for client based on the prioritization criteria and commercial portfolio.

Key Items

- Executive management
- Board of directors
- Financial summary (as available):
 - Current price
 - Market cap
 - Cash
 - Debt
 - Enterprise value
- Company pipeline
- Clinical development highlights
- Clinical trial plans
- Regulatory interaction
- Indication epidemiology
- Commercial portfolio overview
- Product descriptions
- Competitors

Key Output

- Detailed company overview and strategy
- Financial overview and measure of transaction feasibility
- Stock price volatility based on experienced events and inflection points (for public companies)
- Clinical development highlights and planned clinical trial structure
- Evaluation of the commercial portfolio with sales and prescription data
- Market and epidemiology outlook in targeted indications
- Analysis of relevant competitors
- Scoring scale to measure how well the opportunity fits Client's prioritization criteria

Example

ABC Company

ABC Company is a
 ABC Company is a public:
 The company is strategically focused on:
 • Indication 1
 • Indication 2
 • Indication 3
 On September 2nd 2015, the
 including
 ABC commercializes

Product is being developed for.....
 Product is a novel:
 Product description:
 MOA:
 Transaction Feasibility:
 Indication opportunity likely available in the:
 Rights for Indication 2 and other:
 Regulatory status (DMAT):
 Development status (Friedrich's Atlas):

Product: Trial Results
 Product has reported strong sup:
 Trial Design:
 Trial:
 Trial Design:
 Trial:

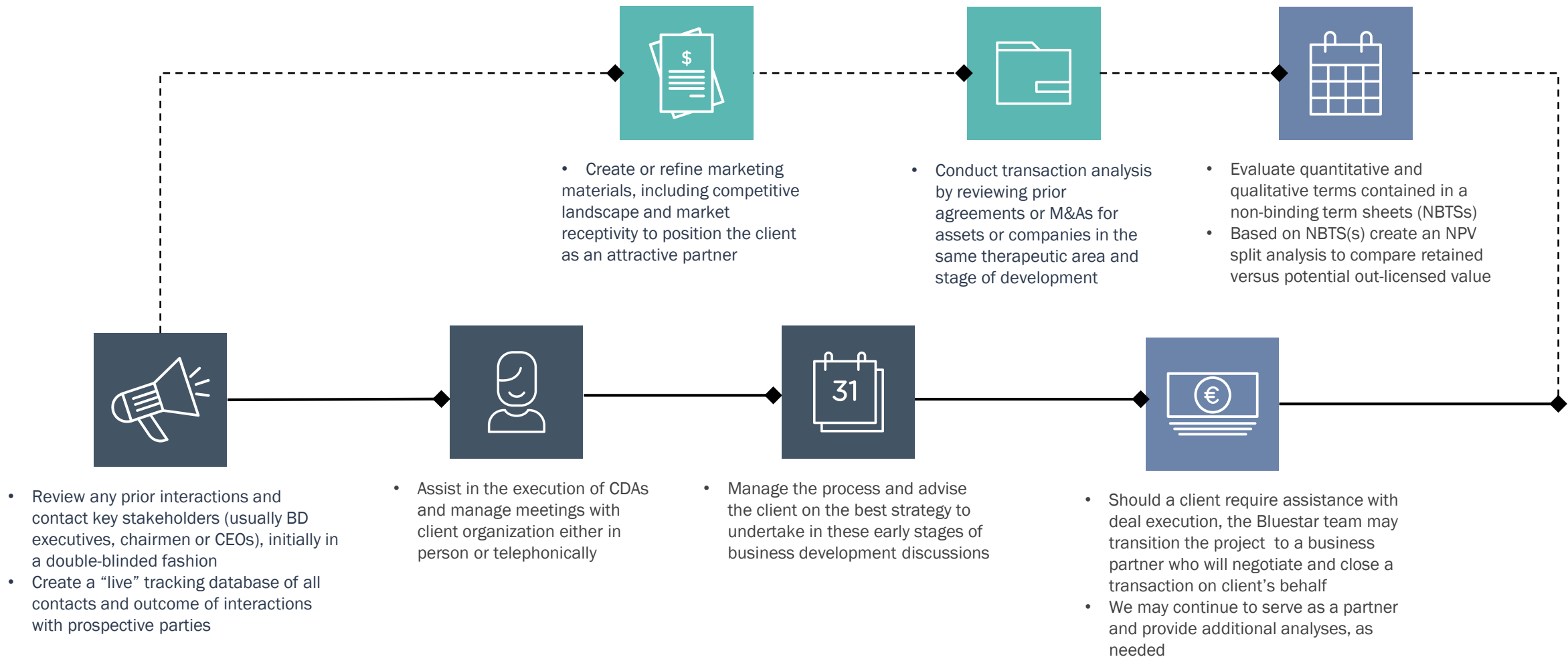
Product for Indication and indication 1
 Product addresses:

Criteria	Score	Rationale
Criteria 1	High	Strong
Criteria 2	Medium	Good
Criteria 3	Low	Weak

 Key Questions:
 Detail Rationale:

We can serve as a catalyst in preliminary business development discussions

Partnering Outreach Workflow



Based on discussions and reviews, we monitor our client’s feedback and record prioritization decisions throughout the search process

Company	Asset	Reason for Rejection			Comment
		Portfolio Fit	Territory/ Infrastructure	Not for Sale	
A	1		✓	✓	Not for sale, too big, no added infrastructure
B	2				Previously reviewed and rejected
C	3		✓		More of a CMO than Pharma marketing company
D	4		✓		Previously reviewed, no presence in key geographies
E	5	✓			No interest, not in therapeutic area
F	6		✓		Previously reviewed, declined (noted growing French and German footprint. Potentially one to review)
G	7	✓			Failed due diligence

The database lists all potential opportunities in a concise manner, allowing the client to review at any time during the process and in future discussions, both internally and externally.

Case Studies

Case Study 1: Conducted an asset search for business development opportunities for a company seeking to expand its rare disease portfolio

Project Background and Objectives

- U.S.-based pharmaceutical company anticipating the launch of a new rare disease product was seeking to add to its portfolio through licensing or acquisition opportunities
- Bluestar team was hired to apply criteria to a search for compelling opportunities, profile attractive assets, and determine which assets were worthy of further analysis

Key Activities

- Bluestar supported the client's business development team for 6 months and conducted bi-weekly calls presenting new ideas to the team
- Asset profiles included company overviews, disease and patient population background, product highlights (e.g., mechanism of action, clinical data, points of differentiation), and fit with the client's criteria
- At project completion, the client team provided feedback that Bluestar was able to provide new ideas that they themselves had yet to find, offered new ways to consider opportunities that the client might have previously disregarded, and provided updates for assets that the client was monitoring

Key Output

Zogenix, Inc.

Zogenix, Inc. is a pharmaceutical company that develops and commercializes therapies for the treatment of central nervous system disorders.

Year Founded: 2008; FTSE

Zogenix has two drugs in development for the treatment of Dravet Syndrome, and Releas (R) is the lead candidate. ZX-008 is their lead candidate and they have stated that they are confident that they will be able to commercialize it.

Company has won several awards for its work in the field of rare diseases.

In January 2016, Zogenix announced that it had entered into a license agreement with the University of California, San Diego (UCSD) for the development and commercialization of a novel therapy for Dravet Syndrome.

In March 2015, company announced that it had entered into a license agreement with the University of California, San Diego (UCSD) for the development and commercialization of a novel therapy for Dravet Syndrome.

ZX-008

Dravet Syndrome (FS) is a severe form of epilepsy that is caused by a mutation in the SCN1A gene. It is characterized by frequent, severe seizures that are resistant to treatment.

ZX-008 is a novel therapy for Dravet Syndrome that is based on the mechanism of action of fenfluramine. It is a potent 5-HT reuptake inhibitor and has been shown to increase levels of serotonin in the brain, which is thought to be beneficial in the treatment of Dravet Syndrome.

Product description

ZX-008 (low dose fenfluramine) is a previously marketed drug tainted by safety concerns as an anorectic, but according to company, physicians are enthusiastic about the drug as an anti-epileptic therapy.

Dravet Syndrome

Intractable, severe epilepsy, which begins in infancy.

Mechanism of action

- Fenfluramine is a potent 5-HT reuptake inhibitor, releases serotonin by blocking the reuptake, and an increase in levels generally of appetite
- Fenfluramine is a potent 5-HT reuptake inhibitor, releases serotonin by blocking the reuptake, and an increase in levels generally of appetite
- Inhibits serotonin reuptake
- Releases serotonin by blocking the reuptake
- Increase in levels known for

ZX-008 is a phase III drug supported by long-term efficacy data for Dravet syndrome

Fenfluramine's anti-epileptic effects have been observed across multiple longitudinal studies of Dravet Syndrome patients; however, previous use as an anorectic caused ECG abnormalities in ~30% of patients and resulted in numerous deaths due to mitral valve prolapse.

Chen et al (2012)

- First published study of fenfluramine efficacy in Dravet Syndrome
- n=12 Dravet Syndrome patients
- 11 with confirmed genetic mutation
- Age 5-35 (avg. age 19)
- Mean dosage 0.34 mg/kg/day
- Exposed to fenfluramine 1-19 years

Efficacy: 70% (7/11) of the patients receiving fenfluramine were seizure-free for at least a year.

Safety: Two patients exhibited a mild thickening of one or two cardiac valves without clinical significance.

ZX-008 for Dravet Syndrome

ZX-008 is a late stage drug for rare pediatric epilepsies that are not adequately treated by current treatments. The main question is ...

	Criteria	Score	Rationale
Target			
Market			
Competition			
Regulatory			
Commercial			
Financial			
Strategic			
Overall			

Key Questions

Deal Rationale

Case Study 2: Engaged in business development support for a biopharma company developing an asset in Inflammatory Bowel Disease

Project Background and Objectives

- Assisted a small biopharmaceutical company, developing an NCE with a novel mechanism of action for the treatment of Inflammatory Bowel Disease, through an out-licensing transaction process
- The licensing process began with preparation of the marketing materials, identification of interested parties, and partnering outreach

Key Activities

- Preparation of Partnership Materials
 - Created non-confidential and confidential information memorandum
 - Identified potential strategic partners with an existing therapeutic portfolio
- Partnership Outreach
 - Supported the outreach to target organizations
 - Tracked communications among all parties
- Transaction Negotiation
 - Evaluated quantitative and qualitative terms and provided support in negotiations

Key Output

- Non-confidential and confidential information memoranda
- Organized tracking sheet of each team members communication with interested parties
- Analysis of each competing bid, including “NPV split” analysis based on a DCF

Company	Contact Date	Response	Non-Conf materials	CDA	Conf Call	Data Room	Point of Contact	Title	Phone Number	Email	Comments
Company 1	2-Apr	Declined	Declined	-	-	-	Contact 1	Title 1	XXX-XXX-XXXX	Email 1	
Company 2	22-Apr	Declined	Sent	-	-	-	Contact 2	Title 2	XXX-XXX-XXXX	Email 2	
Company 3	21-Apr	Declined	Sent	-	-	-	Contact 3	Title 3	XXX-XXX-XXXX	Email 3	
Company 4	21-Apr	Sent Reminder	Sent	-	-	-	Contact 4	Title 4	XXX-XXX-XXXX	Email 4	
Company 5	2-Apr	Declined	Sent	Y	N	N	Contact 5	Title 5	XXX-XXX-XXXX	Email 5	
Company 6	2-Apr	Declined	Declined	-	-	-	Contact 6	Title 6	XXX-XXX-XXXX	Email 6	
Company 7	21-Apr	Declined	Sent	-	-	-	Contact 7	Title 7	XXX-XXX-XXXX	Email 7	
Company 8	21-Apr	Sent Reminder	Sent	Y	Y	N	Contact 8	Title 8	XXX-XXX-XXXX	Email 8	
Company 9	4-Apr	Discussing Internally	Sent	-	-	-	Contact 9	Title 9	XXX-XXX-XXXX	Email 9	
Company 10	21-Apr										
Company 11	21-Apr										
Company 12	22-Apr										
Company 13	21-Apr										
Company 14	4-Apr										
Company 15	30-Apr										

Company A management is contemplating entering into one of two different licensing agreements. Company Y and Z have submitted a draft licensing contract for the global rights to Asset W

All Amounts in Millions of USD	Company Y Contract		Company Z Contract
	Indication 1	Indication 2	Lead Product
Milestone Payments			
Upfront	\$XX Cash		\$XX Cash \$XX Equity
Phase Advancement	-	-	-
Phase Advancement	-	-	-
Phase Advancement	-	-	-
Regulatory Filing	-	-	-
Country Approval	-	-	-

	Company Y Contract	Company Z Contract
Sales Milestones	-	-
Royalties Tranches	-	-

Comments on Company Y's Contract

- In addition to the clinical and commercial milestone payments, Company Y has also...
- If there is a change in control to Asset W, the clause contracts Company Y to pay Company A a percentage...
 - The clause is intended to...
- The amount of payment Company A receives is based on...
 - 100% prior to...
 - 100% prior to...
 - 100% prior to...
 - 100% on or...

Comments on Company Z's Contract

- There are minimal discrepancies between Company Z's contract and...
- Additionally, Company Z has included milestones and royalties for...
 - \$XXmm for Phase X
 - \$XXmm for Phase X
 - \$XXmm for Phase X
 - 100% royalty if ...
 - 100% royalty if...

TORREYA INSIGHTS 1

About Bluestar BioAdvisors

About Bluestar BioAdvisors



- Bluestar BioAdvisors LLC is a boutique, client-centered consulting firm that services companies in the life sciences industry.
- We assist clients in answering key strategic questions about asset value, positioning, and future market potential.
- We also serve as an independent, objective advisor, guiding our clients through the critical decision-making points of portfolio planning and business development activities.
- Our clients range from startups to major multinationals. They may be seeking to:
 - Better understand how to optimally develop and position products to meet the needs of the market
 - Gain an independent perspective on how to prioritize investments or develop product/therapeutic area strategies
 - Obtain assistance with identifying and characterizing new licensing or acquisition opportunities
- Our services focus on market and product assessments, commercial diligence, forecasting/NPV analysis, product positioning, competitive landscape analysis, asset search and evaluation, and therapeutic area/indication prioritization and strategy.

Bluestar BioAdvisors frequently supports companies through the process of identifying and assessing potential asset acquisitions or in-licensing opportunities



Asset Search and Evaluation

- Develop set of search inclusion/exclusion criteria
- Identify and characterize relevant assets that fit clients' criteria
- Generate searchable database of asset opportunities highlighting key attributes
- Collaborate with clients to define prioritization criteria
- Prioritize assets and develop profiles outlining opportunities and risks of high-interest targets



Market Assessments

- Evaluate the commercial market potential of asset(s)
- Conduct extensive secondary research to assess the treatment dynamics, competitive landscape, including development stage assets
- Perform qualitative and/or quantitative research with key stakeholders to evaluate market dynamics that will impact adoption and to test a target product profile
- Assessments are utilized to make go/no-go decisions or serve as the foundation for detailed analyses within a diligence process



Forecasting

- Create revenue forecasts with detailed assumptions, including, but not limited to:
 - Addressable patient population(s)
 - Market share and speed of adoption
 - Duration and frequency of treatment
 - Pricing and reimbursement
 - Competition
- Conduct NPV analyses, including sensitivity analyses
- Analyze non-binding terms sheets to provide insight into negotiation strategy and tactics

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