LXI Consortium

INTELLECTUAL PROPERTY RIGHTS ELECTION FORM

**NOTE**: All blanks must be completed in order for this election form to be given consideration. This election form is subject to the Intellectual Property Rights Policy (the "IPR Policy") of LXI Consortium (the "Consortium"), and the Operating Procedures of the Consortium (collectively, both such documents being referred to below as the "Policies and Procedures"). ***All capitalized terms used in this form are intended to have the meanings given to them in Exhibit A attached to this form.***

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| --- | --- |
| **Name of Member:** |  |
| **Name of Representative Completing this Form on Behalf of Member:** |  |
| **Mailing Address of Representative:** |  |
| **Email Address of Representative:** |  |
| **Draft Specification to which this Election Form relates:** | LXI Device Specification 2016, Version 1.5 |

A The Representative hereby represents the following on behalf of him/herself and the Member, as the context requires:

1. The Representative is authorized to complete and submit this Election Form on behalf of the Member, and to make the following representations and warranties.

2. The Representative and the Member have each reviewed the Policies and Procedures, and agree that this Election Form is being completed and submitted in full compliance with the same.

3. The Member hereby irrevocably agrees that if the Draft Specification referred to above is finally adopted *(****Note:*** *all Representatives* ***must*** *elect one of the following):*

(a) \_\_\_\_\_\_\_\_ That on request it will license all Necessary Claims and other necessary IPR owned by it and inherent in the resulting Specification on a perpetual, non-exclusive and worldwide basis, without compensation and otherwise on a RAND basis, to all Implementers; ***or***

(b) \_\_\_\_\_\_\_\_ The Member agrees to the same terms, except with regard to compensation, and reserves the right to charge a royalty or other fee on RAND terms; ***and/or***

 (c) \_\_\_\_\_\_\_\_ The Member identifies on **Exhibit B** certain Necessary Claim(s) and/or other IPR under the Draft Specification, in its current form, and the portion of the Draft Specification that would Necessarily Infringe such Necessary Claims or other IPR, and hereby notifies the Consortium that no guarantee of license rights is being made (or that such rights will in fact be denied in all cases) as to such Necessary Claims. *(****Note:*** *You may elect option i. or ii. as to some Necessary Claim(s), and this option as to other Necessary Claim(s))****.***

4. The Representative is not aware of any Necessary Claim(s) or other IPR of any third party that might be infringed by the implementation of the Draft Specification referenced above. If the Representative is aware of any such potential infringement, then the Representative has described such Necessary Claim(s) or other IPR on **Exhibit C**, together with any supporting documentation that may be readily available to the Representative.

B. The Consortium, in accepting this Election Form, acknowledges that the representation required in paragraph A.4 above is being solicited purely for informational purposes, and the Consortium will not be relying on such representation or otherwise holding the Representative or Member responsible for its completeness or accuracy.

 This Election Form has been submitted on \_\_\_\_\_\_\_\_\_\_\_\_\_, 20\_\_.

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Name of Participant or

 Non-Participant Member

 By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Signature of Representative

 Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Exhibit Index:**

**A: Defined Terms**

**B: Withheld IPR (if any)**

**C: Third Party IPR (if any)**

**Exhibit A**

**DEFINED TERMS**

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| **Term** | **Definition** |
| Amendment | A new version of a Specification, however numbered, that prior to the final vote for adoption by the Members is deemed to include changes significant enough to warrant the making of elections under this IPR Policy. The requirement of making such elections may be (a) imposed by the chair of the Technical Committee, or (b) invoked by any Member; in each case within two weeks of the date that the amended Specification has been posted for final adoption vote. |
| Draft Specification | A Draft Specification may be (a) software (such as the Shared Components), (b) a technical specification and any supporting materials, or (c) any other work product containing IPR that is the subject of a formally chartered process within the Consortium.  |
| Implementers | Those Members and non-Members who desire to use or implement a Specification. |
| IPR | An abbreviation of "Intellectual Property Rights". As used in this Policy, IPR means claims in patents and patent applications and copyrights, but excludes trademarks and trade secrets, which are not included in a Participant and Member's licensing obligations. |
| Member | A Consortium member of any class  |
| Necessarily Infringed | Unavoidable infringement by an implementation of a required element of a Specification, there being no reasonable alternative way to implement that element of the Specification without resulting in such infringement.  |
| Necessary Claims | Those claims under patents and/or patent applications anywhere in the world that would be Necessarily Infringed by the implementation of the required elements of a Specification. |
| Necessary Patents | Those patents believed by the disclosing party to contain one or more Necessary Claims. |
| Participant | Any Member that participates in a Consortium in-person or telephonic technical process meeting, or participates electronically in connection with the development of a Specification. |
| RAND | Reasonable and Non-discriminatory |
| Representative | Any individual that acts on behalf of a Member in connection with the technical process, or in the completion of any form to be delivered to the Consortium pursuant to the Policy or the Operating Procedures. |
| Shared Component | Software that provides services to drivers, or other software intended to be made available by the Consortium in pursuit of its mission. |
| Specification | A Specification may be (a) software, such as Shared Components, (b) a technical specification and any supporting materials, or (c) any other work product containing IPR, that has been formally adopted by the Consortium. Unless the context otherwise requires, any reference to the adoption of a Specification shall also be deemed to apply to the adoption of an Amendment to a Specification. |
| Submission | An affirmative and knowing contribution of IPR with the intention that such IPR be considered for inclusion in a Specification. A Submission, in written or electronic form, may occur: as a result of an unsolicited offer to the Consortium of existing technology by a Member or third party; in response to a general Consortium request for proposals; or from a Participant at any time during a technical process. |
| Submitters | Both Members as well as any representative(s) of a Member, and any other person or entity making a Submission. |
| Update | Any new version of a Specification that has not been designated as an Amendment. |

**Exhibit B**

NECESSARY CLAIMS AND/OR NECESSARY PATENTS\*

List here all Necessary Claim(s) of which you are personally aware that the Member you represent owns and is willing to license:

|  |  |  |
| --- | --- | --- |
| Patent Number | Necessary Claim | Affected Portion of Specification |
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**\***As to any Necessary Claim(s) that you are willing to license without compensation, it need only identify the Necessary Patent(s) that include(s) such Necessary Claim(s), and not the individual Necessary Claim(s) themselves.

WITHHELD IPR

List here all Necessary Claim(s) owned by the Member you represent and personally known to you for which Section 3.3(a)i. or ii. licenses will not be supplied.

|  |  |  |
| --- | --- | --- |
| Patent Number | Necessary Claim | Affected Portion of Specification |
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**Exhibit C**

THIRD PARTY IPR

List here all Necessary Claim(s) owned by third parties, to the extent of your knowledge.

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| --- | --- | --- |
| Patent Number | Necessary Claim | Affected Portion of Specification |
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