

THE UNIVERSITY OF MICHIGAN

REGENTS COMMUNICATION

Approved by the Regents
June 16, 2011

ACTION REQUEST

Subject: Option Agreement between the University of Michigan and Xondas, LLC.

Action Requested: Approval of Option Agreement

Preamble:

A statutory conflict of interest situation was identified by the Office of Technology Transfer while reviewing the technology transfer agreement that then triggered a review by the OVPR Conflict of Interest Review Committee. A plan for management of the possible risks associated with the conflict of interest was then developed and approved by this Committee and agreed to by the parties involved in this plan.

This proposed Option agreement ("Agreement") falls under the State of Michigan Conflict of Interest Statute because Professors Roberto Merlin, Anthony Grbic and John Whitaker are both employees of the University of Michigan ("University") and partial owners of Xondas, LLC. ("Xondas"). The law permits such an Agreement provided it is disclosed to the executive officers and approved in advance by a 2/3 vote of the Regents of the University of Michigan.

Background:

Drs. Merlin, Grbic and Whitaker, professors in Electrical Engineering & Computer Science, are the partial owners of a for-profit company called Xondas (the "Company"). The Company was formed recently to commercialize wireless power transfer technology and desires an option from the University of Michigan to the University's rights associated with the following technology:

UM OTT File No. 3679, entitled: "Apparatus for Sub-Wavelength Near-Field Focusing of Electromagnetic Waves" (Merlin, Grbic)

The Office of Technology Transfer selected the Company as a University partner and negotiated the terms of the proposed Agreement in accordance with University policy and its accepted licensing principles.

Parties to the Agreement:

The Regents of the University of Michigan and Xondas.

Agreement Terms Include:

Agreement terms include granting the Company an option to obtain an exclusive license with the right to grant sublicenses. The Company will pay an option fee and reimburse patent costs. The University will retain ownership of the optioned technology and may continue to further develop it and use it internally. No use of University services or facilities, nor any assignment of University employees, is obligated or contemplated under the Agreement. Standard disclaimers of warranties and indemnification apply, and the Agreement may be amended by consent of the parties, such as adding related technology. University procedures for approval of these changes will be followed and additional conflict of interest review will be done as appropriate.

Pecuniary Interest:

The pecuniary interests of Drs. Merlin, Grbic and Whitaker arise from their ownership interests in Xondas.

Net Effect:

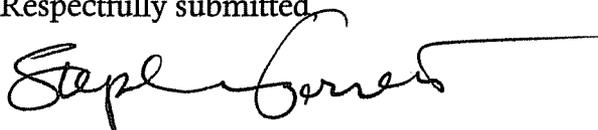
The Office of Technology Transfer has negotiated and finalized the terms of a worldwide exclusive option agreement for patents related to UM OTT File Nos. 3679 for all fields of use.

Xondas will obtain evaluation rights to the above listed University technology.

Recommendations:

This matter has been reviewed and approved by the OVPR Conflict of Interest Review Committee. In light of this disclosure and our finding that the Agreement was negotiated in conformance with standard University practices, I recommend that the Board of Regents approve the Option Agreement between the University and Xondas.

Respectfully submitted,



Stephen R. Forrest
Vice President for Research

June 2011