

THE UNIVERSITY OF MICHIGAN

REGENTS COMMUNICATION

Approved by the Regents

March 15, 2007

ACTION REQUEST

Subject: License Agreement between the University of Michigan and Locomatix LLC

Action Requested: Approval of License Agreement

Preamble:

A statutory conflict of interest situation was identified by the Office of Technology Transfer while reviewing the technology transfer agreement which 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 by the Committee and agreed to by the parties involved.

This proposed license agreement ("Agreement") falls under the State of Michigan Conflict of Interest Statute because Professor Jignesh Patel is both an employee of the University of Michigan ("University") and a partial owner of Locomatix. 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:

Professor Jignesh Patel and University student V. Prasad Chakka, are inventors on the technology listed below. Dr. Patel, a Professor in Electrical Engineering and Computer Science, is the partial owner of a for-profit company called Locomatix. V. Prasad Chakka has no affiliation with Locomatix. Locomatix was formed recently to commercialize scalable technologies for managing and analyzing location sensor data and desires to license the following technology from the University:

UM File No. 3576, entitled: "Scaleable Trajectory Indexing" (Jignesh Patel and V. Prasad Chakka)

Parties to the Agreement:

The Regents of the University of Michigan and Locomatix LLC.

License Terms:

License terms include giving Locomatix an exclusive license with the right to grant sublicenses. Locomatix will pay a license fee. The University will retain ownership of the licensed 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 contract may be amended by consent of the parties. 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 Dr. Patel arise from his ownership interest in Locomatix. He has waived any personal participation in the sharing of revenue received by the University.

Net Effect:

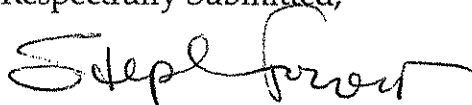
The Office of Technology Transfer has negotiated and finalized the terms of a world-wide exclusive license agreement for technology related to UM File No. 3576 for all fields of use.

Locomatix will obtain use and commercialization 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 License Agreement between the University and Locomatix LLC.

Respectfully Submitted,

A handwritten signature in cursive script that reads "Stephen R. Forrest".

Stephen R. Forrest
Vice President for Research

March 2007