

THE UNIVERSITY OF MICHIGAN

REGENTS COMMUNICATION

ACTION REQUEST

EXH	MOTION	<i>Newman</i>
	SECOND	<i>Maynard</i>
	ACTION	APPROVED BY THE REGENTS
NOTE:		OCT 21 2005

Subject: License Agreement between the University of Michigan and Zattoo, Inc.

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 and agreed to by the parties involved in this agreement.

This proposed license agreement ("Agreement") falls under the State of Michigan Conflict of Interest Statute because Professor Sugih Jamin is both an employee of the University of Michigan ("University") and a partial owner of Zattoo, Inc. 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:

Dr. Jamin, an Associate Professor in Electrical Engineering and Computer Science, is the partial owner of a for-profit company called Zattoo, Inc. Zattoo was formed recently to commercialize end-host multi-cast data streaming technology and desires to license the following technology from the University:

UM File No. 3217, entitled: "Host Multicast"

Parties to the Agreement:

The Regents of the University of Michigan and Zattoo, Inc.

License Terms Include:

License terms include giving Zattoo an exclusive license with the right to grant sublicenses. Zattoo 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 review by the Conflict of Interest Review Committee will be done as appropriate.

Pecuniary Interest:

The pecuniary interests of Dr. Jamin arise from his ownership interest in Zattoo. He has waived any personal participation in the sharing of revenue received by the University.

Net Effect:

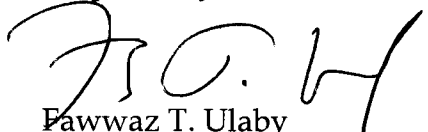
The Office of Technology Transfer has negotiated and finalized the terms of a world-wide exclusive license agreement for the software related to UM File No. 3217 for all fields of use.

Zattoo will obtain use and commercialization rights to the above listed UM 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 Zattoo.

Respectfully Submitted,


Fawwaz T. Ulaby
Vice President for Research

October 2005