

ACTION REQUEST

Subject: License Agreement between the University of Michigan and Movellus Circuits, 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 that then triggered a review by the UMOR 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 license agreement ("Agreement") falls under the State of Michigan Conflict of Interest Statute because Professor David D. Wentzloff is an employee of the University of Michigan ("University") and a partial owner of Movellus Circuits, Inc. The law permits such an Agreement provided it is disclosed to the Board of Regents ("Regents") of the University of Michigan and approved in advance by a 2/3 vote.

Background:

Dr. David D. Wentzloff, a Professor in the Department of Electrical Engineering and Computer Science, is the partial owner of a for-profit company called Movellus Circuits, Inc. (the "Company"). The Company was formed recently to commercialize a programmable clock generator for ultra low power internet of things and desires to license from the University of Michigan the University's rights associated with the following technologies:

UM OTT File No. 5502, entitled: "An Automatically Placed-and-Routed ADPLL for the MedRadio Band Using PWM to Enhance DCO Resolution" (Inventors: David D. Wentzloff and Muhammad Faisal)

UM OTT File No. 5952, entitled: "A 300nW Near-Threshold 187.5 - 500 kHz Programmable Clock Generator for Ultra Low Power Internet of Things Applications" (Inventors: David D. Wentzloff and Muhammad Faisal)

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 Movellus Circuits, Inc.

Agreement Terms Include:

Agreement terms include granting the Company an exclusive license with the right to grant sublicenses. The Company will pay milestone payments based upon sales and reimburse patent costs. The University may receive equity in the Company, along with the right to purchase more equity.

The University will retain ownership of the licensed technology and may continue to further develop it and use it internally as well as in collaborations with other research institutions. 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 Dr. David Wentzloff arise from his ownership interest in Movellus Circuits, Inc.

Net Effect:

The Office of Technology Transfer has negotiated and finalized the terms of an exclusive license agreement for patents related to UM OTT File Nos. 5502 and 5952 for all fields of use. Movellus Circuits, Inc. will obtain use rights to the above listed University technologies.

Recommendations:

This matter has been reviewed and approved by the UMOR 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 Agreement between the University and Movellus Circuits, Inc.

Respectfully submitted,



S. Jack Hu
Interim Vice President for Research

October 2015