

THE UNIVERSITY OF MICHIGAN

January 20, 2006

REGENTS COMMUNICATION

ACTION REQUEST

Subject: License Agreement between the University of Michigan and GoKnow, 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 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 Elliot Soloway is an employee of the University of Michigan ("University") and partial owner of GoKnow. 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. Elliot Soloway, a Professor with multiple appointments in the College of Engineering, School of Education, and the School of Information, is the partial owner of a for-profit company called GoKnow, Inc. Dr. Soloway, along with Dr. Ronald Marx, Dr. Joseph Krajcik, and Dr. Phyllis Blumenfeld formed GoKnow more than 10 years ago to commercialize educational software designed for handheld devices (e.g. Palm and Windows CE devices). Dr. Soloway is the only University employee still retaining ownership in GoKnow. GoKnow desires to obtain a license to the University's rights in the following technology:

UM File No. 3317, entitled "GoObserve" (co-developed and co-owned by the University [through Merit], GoKnow, and the Michigan Association of Secondary School Principals.)

Parties to the Agreement:

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

License Terms Include:

License terms include granting GoKnow an exclusive license with the right to grant sublicenses. GoKnow will pay a one-time 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.

Pecuniary Interest:

The pecuniary interests of Dr. Soloway arise from his ownership interest in GoKnow. 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 UM OTT File No. 3317 for all fields of use. GoKnow 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 GoKnow.

Respectfully Submitted,



Stephen R. Forrest
Vice President for Research

January 2006