

THE UNIVERSITY OF MICHIGAN

REGENTS COMMUNICATION

Approved by the Regents

June 19, 2008

ACTION REQUEST

Subject: License Agreement between the University of Michigan and ePack

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 this Committee and agreed to by the parties involved.

This proposed License Agreement ("Agreement") falls under the State of Michigan Conflict of Interest Statute because Drs. Khalil Najafi, Jay Mitchell, Sang Woo Lee and Mr. Joseph Giachino are all employees of the University of Michigan ("University") and partial owners of ePack. 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. Khalil Najafi, Jay Mitchell and Sang Woo Lee, all of the department of Electrical Engineering and Computer Science, and Mr. Joseph Giachino, External Programs Director of the WIMS Engineering Research Center, are all partial owners of a for-profit company called ePack. The Company was formed to commercialize MEMS structures and packaging technologies and desires to license from the University of Michigan the University's rights associated with the following technology:

UM File No. 3620, entitled "Generic Environment-Resistant Package for MEMS" (Khalil Najafi, Sang-Hyun Lee, Sang Woo Lee)

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 ePack.

License Terms:

License terms include granting the Company an exclusive license with the right to grant sublicenses. The Company will pay a royalty on sales and reimburse patent costs. 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 Agreement 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. Najafi, Dr. Mitchell, Dr. Lee and Mr. Giachino arise from their ownership interests in ePack.

Net Effect:

The Office of Technology Transfer has negotiated and finalized the terms of a world-wide exclusive license agreement for patents related to UM OTT File No. 3620 for all fields of use.

ePack 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 ePack.

Respectfully Submitted,



Stephen R. Forrest
Vice President for Research

June 2008