

April 4, 2011

MEMORANDUM

To: Trustee Policy Committee
From: Kim A. Wilcox, Provost
Re: Approval of Contract Terms: *Phenometrics, Inc.*

Recommendation:

BE IT RESOLVED that the Trustee Policy Committee recommends to the Board of Trustees that it approve the execution of a license agreement with *Phenometrics, Inc.*, consistent with earlier public notice given at a Board meeting and with the "License Agreement Term Sheet" now presented to the Board for inclusion in its minutes.

Background:

In compliance with State law, public notice of the University's intent to negotiate contracts with *Phenometrics, Inc.*, a Delaware corporation based in Lansing, Michigan and San Diego, California, was given at the Board of Trustees' meeting on February 11, 2011. The terms of a license agreement are now being presented for approval.

Dr. David M. Kramer, a Professor in the Department of Biochemistry and Molecular Biology, and his family own or have options to buy an ownership interest of more than 1% of the company.

The attached "License Agreement Term Sheet" summarizes the agreement that MSU has negotiated with *Phenometrics, Inc.*

Cc: Trustee Finance Committee
President Lou Anna K. Simon
Vice President Fred Poston
Vice President J. Ian Gray
Vice President Robert A. Noto
Secretary Bill Beekman
Dr. Terry May
Deputy General Counsel Kristine Zayko
Assistant General Counsel Lee Bollinger



OFFICE OF THE
PROVOST

Michigan State University
Administration Building
East Lansing, Michigan
48824-1046

FAX: 517/355-9601

LICENSE AGREEMENT TERM SHEET

- Party:** Phenometrics, Inc.
- License:** Exclusive License for commercial purposes.
- Term:** From the effective date of the agreement extending to the expiration of the last to expire patents.
- Technology:** TEC2011-0021 "PhotoBioreactor/Sensor Array (PBSA) for high throughput screening of algal strains and growth conditions"; U.S. provisional patent application serial number 61/416,250.
- Technology's Potential Commercial Utilization:**
Production of equipment used to optimize light-driven fermentation applications.
- Payment Terms:** Payment of \$500.00 due on signing; a running royalty of 3.75% of net sales; patent cost and milestone payments.
- Services Provided:** By MSU to Phenometrics: None under contemplated agreement.
- By Phenometrics to MSU: None under contemplated agreement.
- Use of University Facilities/Personnel:**
No use of MSU facilities/personnel by Phenometrics under the contemplated agreement.
- Organization Type:** Delaware corporation based in Lansing, Michigan and San Diego, California.
- Personnel Interest:** Dr. David M. Kramer, a Professor in the Department of Biochemistry and Molecular Biology, and his family own or have options to buy an ownership interest of more than 1% of the company.

April 4, 2011

MEMORANDUM

To: Trustee Policy Committee
From: Kim A. Wilcox, Provost
Re: Approval of Contract Terms: *Technova Corporation*

Recommendation:

BE IT RESOLVED that the Trustee Policy Committee recommends to the Board of Trustees that it approve the execution of four research contracts with *Technova Corporation*, consistent with earlier public notice given at a Board meeting and with the "Research Contract Term Sheets" now presented to the Board for inclusion in its minutes.

Background:

In compliance with State law, public notice of the University's intent to negotiate contracts with *Technova Corporation*, a Michigan corporation based in Okemos, Michigan, was given at the Board of Trustees' meeting on September 13, 2002. The terms of four research contracts are now being presented for approval.

Dr. Parviz Soroushian, a Professor in the Department of Civil and Environmental Engineering, and his family own or have options to buy an ownership interest of more than 1% of the company. Dr. Soroushian is also the president of *Technova Corporation*.

The attached "Research Contract Term Sheets" summarize the agreements that MSU has negotiated with *Technova Corporation*.

Cc: Trustee Finance Committee
President Lou Anna K. Simon
Vice President Fred Poston
Vice President J. Ian Gray
Vice President Robert A. Noto
Secretary Bill Beekman
Dr. Terry May
Deputy General Counsel Kristine Zayko
Assistant General Counsel Lee Bollinger



OFFICE OF THE
PROVOST

Michigan State University
Administration Building
East Lansing, Michigan
48824-1046

FAX: 517/355-9601

RESEARCH CONTRACT TERM SHEET

Party: Technova Corporation

Contracts: Sponsored Research Agreement from Technova to MSU
"Evaluation of Composite Structures"

Term: May 16, 2011 to May 15, 2015

Payment Terms: MSU contract four year total: \$52,291

Services Provided: By MSU to Technova: evaluate structural efficiency of
composites when treated to enhance stress resistance

By Technova to MSU: none

Use of University Facilities/Personnel:
Use of MSU facilities/personnel by Technova provided at
prevailing rates for industrial research

Organization Type: Incorporated Michigan-based small business

Personnel Interest: Dr. Parviz Soroushian, a Professor in the Department of
Civil and Environmental Engineering, and his family own
or have options to buy an ownership interest of more than
1% of the company. Dr. Soroushian is also the president of
Technova Corporation.

RESEARCH CONTRACT TERM SHEET

- Party:** Technova Corporation
- Contracts:** Sponsored Research Agreement from Technova to MSU
“Inorganic Matrix Nanocomposites”
- Term:** April 16, 2011 to April 15, 2015
- Payment Terms:** MSU contract four year total: \$32,029
- Services Provided:** By MSU to Technova: evaluation of reinforcement of
inorganic matrices with nanomaterials
- By Technova to MSU: none
- Use of University Facilities/Personnel:**
Use of MSU facilities/personnel by Technova provided at
prevailing rates for industrial research
- Organization Type:** Incorporated Michigan-based small business
- Personnel Interest:** Dr. Parviz Soroushian, a Professor in the Department of
Civil and Environmental Engineering, and his family own
or have options to buy an ownership interest of more than
1% of the company. Dr. Soroushian is also the president
of Technova Corporation.

RESEARCH CONTRACT TERM SHEET

- Party:** Technova Corporation
- Contracts:** Sponsored Research Agreement from Technova to MSU
"Evaluation of Phase Change Materials"
- Term:** April 16, 2011 to April 15, 2015
- Payment Terms:** MSU contract four year total: \$31,462
- Services Provided:** By MSU to Technova: evaluation of energy storage
utilizing stable phase-change materials
- By Technova to MSU: none
- Use of University Facilities/Personnel:**
Use of MSU facilities/personnel by Technova provided at
prevailing rates for industrial research
- Organization Type:** Incorporated Michigan-based small business
- Personnel Interest:** Dr. Parviz Soroushian, a Professor in the Department of
Civil and Environmental Engineering, and his family own
or have options to buy an ownership interest of more than
1% of the company. Dr. Soroushian is also the president
of Technova Corporation.

RESEARCH CONTRACT TERM SHEET

- Party:** Technova Corporation
- Contracts:** Sponsored Research Agreement from Technova to MSU
“Evaluation of High-Temperature Joints”
- Term:** May 16, 2011 to May 15, 2015
- Payment Terms:** MSU contract four year total: \$10,373
- Services Provided:** By MSU to Technova: evaluation of thermo-mechanical
properties of high-temperature joints
- By Technova to MSU: none
- Use of University Facilities/Personnel:**
Use of MSU facilities/personnel by Technova provided at
prevailing rates for industrial research
- Organization Type:** Incorporated Michigan-based small business
- Personnel Interest:** Dr. Parviz Soroushian, a Professor in the Department of
Civil and Environmental Engineering, and his family own
or have options to buy an ownership interest of more than
1% of the company. Dr. Soroushian is also the president of
Technova Corporation.

April 4, 2011

MEMORANDUM

To: Trustee Policy Committee
From: Kim A. Wilcox, Provost
Re: Approval of Contract Terms: *Biophotonic Solutions, Inc.*

Recommendation:

BE IT RESOLVED that the Trustee Policy Committee recommends to the Board of Trustees that it approve the execution of an amendment to a license agreement with *Biophotonic Solutions, Inc.*, consistent with earlier public notice given at a Board meeting and with the "License Agreement Term Sheet" now presented to the Board for inclusion in its minutes.

Background:

In compliance with State law, public notice of the University's intent to negotiate contracts with *Biophotonic Solutions, Inc.*, a Michigan corporation based in East Lansing, was given at the Board of Trustees' meeting on October 10, 2003. The Board approved the terms of a license agreement at its meeting on June 19, 2009. The terms of an amendment to that license agreement are now being presented for approval.

Dr. Marcos Dantus, a Professor in the Department of Chemistry, and his immediate family own or have options to buy an equity interest of more than 1% of the company. Dr. Dantus is also an officer of *Biophotonic Solutions, Inc.*

The attached "License Agreement Term Sheet" summarizes the agreement that MSU has negotiated with *Biophotonic Solutions, Inc.*

Cc: Trustee Finance Committee
President Lou Anna K. Simon
Vice President Fred Poston
Vice President J. Ian Gray
Vice President Robert A. Noto
Secretary Bill Beekman
Dr. Terry May
Deputy General Counsel Kristine Zayko
Assistant General Counsel Lee Bollinger



OFFICE OF THE
PROVOST

Michigan State University
Administration Building
East Lansing, Michigan
48824-1046

FAX: 517/355-9601

LICENSE AGREEMENT TERM SHEET

Party: Biophotonic Solutions, Inc.

License: Amendment to exclusive license agreement effective October 21, 2009 to use the additional technology described below

Term: Extending to the expiration of the last to expire patents

Technology: "Adaptive Laser for Action in Variably Dispersive Substrates"

Technology's Potential Commercial Utilization:

Scientific, clinical, and industrial instrumentation; communications; homeland security; and laser devices

Payment Terms: Payment of \$1,000 upon signing for the addition of new technology

Services Provided: By MSU to Biophotonic Solutions, Inc.: None under contemplated license agreement
By Biophotonic Solutions, Inc. to MSU: None under contemplated license agreement

Use of University Facilities/Personnel:

No use of MSU facilities/personnel by Biophotonic Solutions, Inc. under the contemplated license agreement

Organization Type: Michigan-based small business

Personnel Interest: Dr. Marcos Dantus, a Professor in the Department of Chemistry, and his immediate family own or have options to buy an equity interest of more than 1% of the company. Dr. Dantus is also an officer of Biophotonic Solutions, Inc.