Attachment 5.a

MICHIGAN STATE
UNIVERSITY

OFFICE OF THE PROVOST

Michigan State University
430 Administration Building
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June 4, 2012

MEMORANDUM

To: Trustee Policy Committee

From: Kim A. Wilcox, Provost KAW

Re: Approval of Contract Terms: *Bio Plastic Polymers and Composites, LLC*

Recommendation:

BE IT RESOLVED that the Trustee Policy Committee recommends to the Board of Trustees that it approve the execution of an option agreement with *Bio Plastic Polymers and Composites, LLC,* consistent with earlier public notice given at a Board meeting and with the "Option 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 *Bio Plastic Polymers and Composites, LLC,* a Michigan limited liability company based in Okemos, was given at the Board of Trustees' meeting on April 3, 2002. The terms of an option agreement are now being presented for approval.

Dr. Ramani Narayan, a Professor in the Department of Chemical Engineering, and his immediate family own or have options to buy an equity interest of more than 1% of the company. Dr. Narayan is also an officer of *Bio Plastic Polymers and Composites, LLC.*

The attached "Option Agreement Term Sheet" summarizes the agreement that MSU has negotiated with *Bio Plastic Polymers and Composites, LLC.*

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

OPTION AGREEMENT TERM SHEET

Party: Bioplastic Polymers and Composites, LLC

License: Option on patent rights

Term: From the effective date of the agreement to June 30, 2015.

Technology: MSU Invention Disclosure Nos.:

TEC2004-0132 "Bulk Reactive Extrusion Polymerization of 1,4-Dioxan-2-One Producing Thermal Stabilized 1,4 Dioxan-2-One (Co)polymers"
TEC2006-0079 "Novel Tryglycerides and Method of Preparation Thereof"
TEC2006-0080 "Improved Biodiesel Additive and Method of Preparation Thereof"
TEC2009-0007 "Moisture Curable Natural Oil and Fat Compositions and Preparation Thereof"
TEC2011-0102 "Polyurethanes Derived from Proteins Biomass"
TEC2011-0103 "Process for the Control of Sulfate-Reducing Bacteria"

U.S. Patent Nos.:

5,801,224; 5,906,783; 5,969,089; 7,361,727; 7,367,995; 7,589,222; 7,601,677; 8,110,036; and U.S. Patent Application Nos. 12/148,049; 12/584,914; and U.S. Provisional Patent Nos. 61/403,199; and 61/403,494.

The parties may add or remove technologies under the agreement, including improvements generated under a separate sponsored research agreement, provided that the change does not affect the financial consideration of the parties or the nature or extent of any pecuniary interest of MSU personnel.

Technology's Potential Commercial Utilization:

Environmentally friendly polymers.

Payment Terms:

$50,000 option fee paid in annual installments over three years.

Services Provided:

By MSU to Bioplastic Polymers and Composites, LLC: None.

By Bioplastic Polymers and Composites, LLC to MSU: None.

Organization Type:

Michigan-based limited liability company.

Personnel interest:

Dr. Ramani Narayan, a Professor in the Department of Chemical Engineering, and his immediate family own or have options to buy an equity interest of more than 1% of the company. Dr. Narayan is also an officer of Bio Plastic Polymers and Composites, LLC.

Attachment 5.b

MICHIGAN STATE
UNIVERSITY

June 4, 2012

MEMORANDUM

To: Trustee Policy Committee

From: Kim A. Wilcox, Provost KAW

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 a research contract with *Biophotonic Solutions, Inc.*, consistent with earlier public notice given at a Board meeting and with the "Research 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 terms of a research 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 "Research Agreement Term Sheet" summarizes the agreement that MSU has negotiated with *Biophotonic Solutions, Inc.*

Cc: Trustee Finance Committee
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RESEARCH AGREEMENT TERM SHEET

Party:	Biophotonic Solutions, Inc.
License:	Sponsored research agreement "Single Ultrafast Pulse Excitation for Remote Coherent Anti-Stokes Raman Scattering for Standoff Detection of Explosives"
Term:	From the effective date of the agreement to September 30, 2012
Payment Terms:	$50,001
Services Provided:	By MSU to Biophotonic Solutions, Inc.: none By Biophotonic Solutions, Inc. to MSU: research regarding pulse excitation for detection of explosives
Use of University Facilities/Personnel:	Use of MSU facilities/personnel by Biophotonic Solutions, Inc. provided at prevailing rates for industrial research
Organization Type:	Michigan-based corporation
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.

MICHIGAN STATE
UNIVERSITY

June 4, 2012

MEMORANDUM

To: Trustee Policy Committee

From: Kim A. Wilcox, Provost KAW

Re: Approval of Purchase Agreement: *Mr. Jack Wikle*

Recommendation:

BE IT RESOLVED that the Trustee Policy Committee recommends to the Board of Trustees that it approve the execution of a purchase agreement with Mr. Jack Wikle, consistent with earlier public notice given at a Board meeting and with the "Purchase 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 Mr. Jack Wikle was posted along with the public notice for this Board of Trustees meeting. The terms of a purchase agreement are now being presented for approval.

Mr. Jack Wikle, a part-time employee at MSU's Hidden Lake Gardens, owns the trees to be purchased by MSU.

The attached "Purchase Agreement Term Sheet" summarizes the agreement that MSU has negotiated with Mr. Jack Wikle.

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PURCHASE AGREEMENT TERM SHEET

Party: Mr. Jack Wikle

Agreement: MSU to purchase ten trees owned by Mr. Wikle, summarized in Exhibit A

Payment Terms: $3318.00

Services Provided: By MSU to Mr. Wikle: None.

By Mr. Wikle to MSU: None.

Use of University Facilities/Personnel:

No use of MSU facilities/personnel under the contemplated agreement.

Personnel Interest: Dr. Jack Wikle is a part-time employee at MSU's Hidden Lake Gardens.

<u>**Exhibit A**</u>

1. Malus 1966-049; $1200.
2. Taxus media 1975-006 (Yew); $360
3. Ligustrum vulgare 1995-020 (Common Privet); $120
4. Acer griseum 2010-001 (Paperbark Maple); $60
5. Euonymus alatus 2008-002 (Burning Bush Euonymus); $48
6. Malus 1978-002 (Crabapple); $72
7. Parthenocissus quinquefolia 1982-005 (Virginia Creeper); $120
8. Ostrya virginiana 2010-002 (Hophornbeam); $48
9. Picea abies 'Maxwellii' 2007-004 (Maxwell Dwarf Norway Spruce); $90
10. Wisteria frutescens 1966-063 (American Wisteria); $1200

Total: $3318

MICHIGAN STATE
UNIVERSITY

June 4, 2012

MEMORANDUM

To: Trustee Policy Committee

From: Kim A. Wilcox, Provost KAW

Re: Approval of Contract Terms: *Metna Corporation*

Recommendation:

BE IT RESOLVED that the Trustee Policy Committee recommends to the Board of Trustees that it approve the execution of a research contract with *Metna Corporation,* consistent with earlier public notice given at a Board meeting and with the "Research Contract 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 *Metna Corporation*, a Delaware corporation based in Lansing, was given at the Board of Trustees' meeting on January 27, 2012. The terms of a research contract 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 *Metna Corporation*.

The attached "Research Contract Term Sheet" summarizes the agreement that MSU has negotiated with *Metna Corporation.*

Cc: Trustee Finance Committee
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RESEARCH CONTRACT TERM SHEET

Party:	Metna Corporation
Contracts:	Sponsored Research Agreement "First Generation of Controlled-Release Bacteriocins/Anti-microbials"
Term:	From the effective date of the agreement to July 30, 2012
Payment Terms:	$22,998
Services Provided:	By MSU to Metna Corporation: selection of antimicrobial complex and evaluation of the antimicrobial activity of nanoencapsulated bacteriocins By Metna Corporation to MSU: none

Use of University Facilities/Personnel:

Use of MSU facilities/personnel by Metna Corporation provided at prevailing rates for industrial research.

Organization Type:	Delaware corporation based in Lansing, Michigan.
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 Metna Corporation.

MICHIGAN STATE
UNIVERSITY

June 4, 2012

MEMORANDUM

To: Trustee Policy Committee

From: Kim A. Wilcox, Provost KAW

Re: Approval of Contract Terms: *Northern Technologies International Corporation*

Recommendation:

BE IT RESOLVED that the Trustee Policy Committee recommends to the Board of Trustees that it approve the execution of a research contract with *Northern Technologies International Corporation* consistent with earlier public notice given at a Board meeting and with the "Research Contract 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 *Northern Technologies International Corporation*, a Delaware corporation based in Circle Pines, Minnesota was given at the Board of Trustees' meeting on November 5, 2010. The terms of a research contract are now being presented for approval.

Dr. Ramani Narayan, a Professor in the Department of Chemical Engineering and Materials Science, and his family own or have options to buy an ownership interest of more than 1% of the company. Dr. Narayan is also an officer of *Northern Technologies International Corporation*.

The attached "Research Contract Term Sheet" summarizes the agreement that MSU has negotiated with *Northern Technologies International Corporation.*

Cc: Trustee Finance Committee
President Lou Anna K. Simon
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RESEARCH CONTRACT TERM SHEET

Party:	Northern Technologies International Corporation
Contract:	Sponsored research agreement "Design & Engineering of Non-Plastic Waste Bags Based on Biofiber-Organic & Inorganic Modifier Hybrids"
Term:	From the effective date of the agreement to November 6, 2013
Payment Terms:	$249,253
Services Provided:	By MSU to Northern Technologies International Corporation: research regarding non-plastic waste bags By Northern Technologies International Corporation to MSU: none

Use of University Facilities/Personnel:

Use of MSU facilities and personnel by Northern Technologies International Corporation provided at prevailing rates for industrial research

Organization Type:	Delaware Corporation based in Circle Pines, Minnesota
Personnel Interest:	Dr. Ramani Narayan, a Professor in the Department of Chemical Engineering and Materials Science, and his family own or have options to buy an ownership interest of more than 1% of the company. Dr. Narayan is also an officer of Northern Technologies International Corporation.

MICHIGAN STATE UNIVERSITY

June 4, 2012

MEMORANDUM

To: Trustee Policy Committee

From: Kim A. Wilcox, Provost KAW

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 a subcontract with *Technova Corporation,* consistent with earlier public notice given at a Board meeting and with the "Contract 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 *Technova Corporation*, a Michigan corporation based in Okemos, Michigan, was given at the Board of Trustees' meeting on September 13, 2002. The terms of a contract 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 "Contract Term Sheet" summarizes the agreement that MSU has negotiated with *Technova Corporation.*

Cc: Trustee Finance Committee
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CONTRACT TERM SHEET

Party:	Technova Corporation
Contracts:	Subccontract from MSU to Technova "Demonstration of a Solar-Bio-Powered Wastewater Treatment System for Platoon-Sized Forward Operating Bases"
Term:	From the effective date of the agreement to February 21, 2015
Payment Terms:	MSU to pay Technova $149,973
Services Provided:	By MSU to Technova: none By Technova to MSU: Establishment and evaluation of a small pilot-scale system; technical and economic evaluation of the technology; and development of strategies toward commercialization.
Use of University Facilities/Personnel:	None
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.

Attachment 5.g

MICHIGAN STATE
UNIVERSITY

June 4, 2012

MEMORANDUM

To: Trustee Policy Committee

From: Kim A. Wilcox, Provost KAW

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 a research contract with *Technova Corporation,* consistent with earlier public notice given at a Board meeting and with the "Research Contract 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 *Technova Corporation*, a Michigan corporation based in Okemos, Michigan, was given at the Board of Trustees' meeting on September 13, 2002. The terms of a research contract 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 Sheet" summarizes the agreement that MSU has negotiated with *Technova Corporation.*

Cc: Trustee Finance Committee
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RESEARCH CONTRACT TERM SHEET

Party:	Technova Corporation
Contracts:	Sponsored research agreement "Processing of Adhesive Materials"
Term:	October 1, 2012 to December 31, 2019
Payment Terms:	MSU contract eight year total: $30,000.
Services Provided:	By MSU to Technova: testing and evaluation of sustainable materials intended to replace conventional 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.

MICHIGAN STATE UNIVERSITY

June 4, 2012

MEMORANDUM

To: Trustee Policy Committee

From: Kim A. Wilcox, Provost KAW

Re: Approval of Contract Terms: *Ubiquitous Energy, Inc.*

Recommendation:

BE IT RESOLVED that the Trustee Policy Committee recommends to the Board of Trustees that it approve the execution of a research contract with *Ubiquitous Energy, Inc.*, consistent with earlier public notice and with the "Research Contract 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 *Ubiquitous Energy, Inc.*, a Delaware corporation based in Boston, Massachusetts, was given at the Board of Trustees meeting on April 13, 2012. The terms of a research contract are now being presented for approval.

Dr. Richard Lunt, an Assistant Professor in the Department of Chemical Engineering and Materials Science, and his family own or have options to buy an ownership interest of more than 1% of the company.

The attached "Research Contract Term Sheet" summarizes the agreement that MSU has negotiated with *Ubiquitous Energy, Inc.*

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

RESEARCH CONTRACT TERM SHEET

Party:	Ubiquitous Energy, Inc.
Contracts:	Sponsored research agreement "Near-Infrared Selective Semiconductors for Visibly Transparent Organic Solar Cells"
Term:	September 1, 2012 to February 28, 2013
Payment Terms:	MSU contract six month total: $16,177.
Services Provided:	By MSU to Ubiquitous: fabrication and evaluation of molecular photovoltaic cells. By Ubiquitous to MSU: none.

Use of University Facilities/Personnel:

Use of MSU facilities/personnel by Ubiuquitous provided at prevailing rates for industrial research.

Organization Type:	Delaware corporation based in Boston, Massachusetts.
Personnel Interest:	Dr. Richard Lunt, an Assistant Professor in the Department of Chemical Engineering and Materials Science, and his family own or have options to buy an ownership interest of more than 1% of the company.

MICHIGAN STATE
UNIVERSITY

June 4, 2012

MEMORANDUM

To: Trustee Policy Committee

From: Kim A. Wilcox, Provost KAW

Re: Approval of Contract Terms: *Zon Labs, LLC*

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 *Zon Labs, LLC*, 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 *Zon Labs, LLC*, a Michigan limited liability company based in East Lansing, was given at the Board of Trustees' meeting on December 9, 2011. The terms of a license agreement are now being presented for approval.

Dr. Ken Dirkin, an Information Technology Professor in the College of Education, and his family own or have options to buy an ownership interest of more than 1% of the company. Dr. Dirkin is also an officer of *Zon Labs, LLC.*

The attached "License Agreement Term Sheet" summarizes the agreement that MSU has negotiated with *Zon Labs, LLC.*

Cc: Trustee Finance Committee
President Lou Anna K. Simon
Vice President Fred Poston
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LICENSE AGREEMENT TERM SHEET

Party: Zon Labs, LLC

License: Exclusive license with equity on copyright works in the field of instructional software

Term: 20 years from the effective date of the agreement

Technology: MSU Invention Disclosure No. TEC2011-0035: Zon the New Chengo Chinese

Technology's Potential Commercial Utilization:

Institutional language learning; general gaming

Payment Terms: Payment of $2,500; a running royalty of 5% on net sales in 2013 and 10% in 2014 and subsequent years of the agreement; $5,000 minimum royalty payment in 2014 and $50,000 minimum royalty payment in 2015 and subsequent years of the agreement; 50% on all sublicensing revenues; ownership interest in Zon Labs consisting of 5% of preferred shares upon the earlier of Zon Labs' (a) total net sales of $5,000,000 or (b) $1,000,000 of financing/capital investment by third party.

The parties may add or remove technologies under the agreement, including improvements generated under a separate sponsored research agreement, provided that the change does not affect the financial consideration of the parties or the nature or extent of any pecuniary interest of MSU personnel.

Services Provided: By MSU to Zon Labs: None under contemplated agreement

By Zon Labs to MSU: None under contemplated agreement

Organization Type: Limited Liability Company based in East Lansing, Michigan.

Personnel Interest: Dr. Ken Dirkin, an Information Technology Professor in the College of Education, and his family own or have options to buy an ownership interest of more than 1% of the company. Dr. Dirkin is also an officer of Zon Labs, LLC.

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June 4, 2012

MEMORANDUM

To: Trustee Policy Committee

From: Kim A. Wilcox, Provost KAW

Re: Approval of Contract Terms: *ZuvaChem, Inc.*

Recommendation:

BE IT RESOLVED that the Trustee Policy Committee recommends to the Board of Trustees that it approve the execution of an option agreement with *ZuvaChem, Inc.*, consistent with earlier public notice given at a Board meeting and with the "Option Agreement Contract 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 *ZuvaChem, Inc.*, a Delaware corporation with its principal place of business in Baltimore, Maryland, was given at the Board of Trustees' meeting on April 16, 2010. The terms of an option agreement are now being presented for approval.

Dr. Thomas Sharkey, a Professor in the Department of Biochemistry and Molecular Biology, and his immediate family hold an ownership interest which exceeds 1% of the company.

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

Cc: Trustee Finance Committee
President Lou Anna K. Simon
Vice President Fred Poston
Vice President J. Ian Gray
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Secretary Bill Beekman
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Assistant General Counsel Lee Bollinger

OPTION AGREEMENT TERM SHEET

Party:	ZuvaChem, Inc.
Contracts:	Option on patent rights
Term:	From the effective date of the agreement to June 30, 2013
Technology:	TEC2011-0085 "Novel Platforms for Isoprene Synthase Construction."

Technology's Potential Commercial Application:

"Green" production of isoprene, the monomer building block used to make rubber.

Payment Terms:	ZuvaChem to pay costs associated with prosecution and maintenance of patents on the optioned technology during the term of the option agreement.
Services Provided:	By MSU to ZuvaChem: none. By ZuvaChem to MSU: none
Organization Type:	Delaware corporation with principal place of business in Baltimore, Maryland.
Personnel Interest:	Dr. Thomas Sharkey, a Professor in the Department of Biochemistry and Molecular Biology, and his immediate family hold an ownership interest which exceeds 1% of the company.