

MEMORANDUM OF UNDERSTANDING

This is to memorialize the agreement between the Engineering Projects in Community Service (EPICS) program and Purdue Research Foundation (PRF), that PRF will work with EPICS to implement the intellectual property management strategies set forth in the attached documents as they relate to:

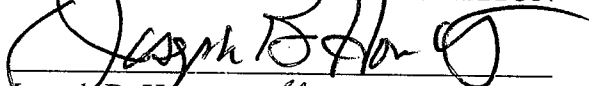
Appendix A
EPICS-Community Partner Engagement Terms

Appendix B
EPICS-Student Engagement Terms

Appendix C
**Intellectual Property Guidelines for EPICS Students, Advisors and Project Partners
for Start-Up Opportunities**

EPICS and PRF acknowledge that all these terms are subject to Purdue University's intellectual property policies and do not in any way supersede or replace the same. All these documents are subject and subordinate to the same.

PURDUE RESEARCH FOUNDATION



Joseph B. Hornett
Sr. VP and Treasurer
Purdue Research Foundation

Date: _____

ENGINEERING PROJECTS IN COMMUNITY SERVICE



Edward J. Coyle
Director of EPICS *ENTREPRENEURSHIP INITIATIVE*
Purdue University

Date: *Oct 14, 2005*

Appendix A
EPICS-Community Partner Engagement Terms

EPICS-COMMUNITY PARTNER ENGAGEMENT TERMS

EPICS is an innovative program at Purdue University that creates partnerships between teams of undergraduate students and local community not-for-profit organizations to solve engineering-based problems in the community. This partnership provides many benefits to the students and the community alike.

Real-World Skills for Engineering Students

Benefits to Students

- + Communication Skills
- + Teamwork
- + Start-to-Finish Design Experience
- + Project Management, Organizational, and Leadership Skills
- + Resource Management
- + Professional Ethics
- + Customer Awareness
- + Interdisciplinary Experience
- + Resourcefulness
- + Community Awareness
- + Maturity
- + Pride

Engineering Change in our Community

Benefits to Community Project Partners

- + Access to technical knowledge and resources that would otherwise be prohibitively expensive
- + Opportunities to improve current services
- + Opportunities for new services
- + Opportunities to try new, innovative ideas
- + Positioning as a leader among area non-profits

In order to ensure that the:

- benefits of the EPICS team solutions are easily transferred to the Community partner;
- opportunities for broader application of the technology are fully exploited; and
- EPICS students have opportunities to explore entrepreneurial new business opportunities;

Community partners agree that technology developed by the EPICS teams will belong to Purdue University with the clear understanding that the Community Partners will have clear access to the technology solutions developed by the EPICS teams. Furthermore, If Purdue generates revenue from the commercialization of the technology developed by the EPICS teams, it will share all such revenue equally with the community partner. In such an event EPICS will also work with the Community Partner, the EPICS team and the new venture to ensure access to the technology and to satisfy the ongoing needs of the Community Partner.

Understood and Agreed

Signature: _____

Name: _____

Organization: _____

Date: _____

Appendix B
EPICS-Student Engagement Terms

EPICS -STUDENT ENGAGEMENT TERMS

EPICS is an innovative program at Purdue University that creates partnerships between teams of undergraduate students and local community not-for-profit organizations to solve engineering-based problems in the community. This partnership provides many benefits to the students and the community alike.

Real-World Skills for Engineering Students

Benefits to Students

- + Communication Skills
- + Teamwork
- + Start-to-Finish Design Experience
- + Project Management, Organizational, and Leadership Skills
- + Resource Management
- + Professional Ethics
- + Customer Awareness
- + Interdisciplinary Experience
- + Resourcefulness
- + Community Awareness
- + Maturity
- + Pride

Engineering Change in our Community

Benefits to Community Project Partners

- + Access to technical knowledge and resources that would otherwise be prohibitively expensive
- + Opportunities to improve current services
- + Opportunities for new services
- + Opportunities to try new, innovative ideas
- + Positioning as a leader among area non-profits

In order to ensure that the:

- benefits of the EPICS team solutions are easily transferred to the Community partner;
- opportunities for broader application of the technology are fully exploited; and
- EPICS students have opportunities to explore entrepreneurial new business opportunities;

Students affirm that technology developed by them during their participation in EPICS teams will belong to Purdue University with the clear understanding that the Community Partners will have clear access to the technology solutions developed by the EPICS teams. Furthermore, If Purdue generates revenue from the commercialization of the technology developed by the EPICS teams, it will share all such revenue equally with the community partner and will share the Purdue share of the revenue with the students according to it's IP policy.

Acknowledged and agreed to by

Signature _____

Print Name: _____

Department: _____

Date: _____

Appendix C
Intellectual Property Guidelines for EPICS Students, Advisors and Project Partners
for Start-Up Opportunities

complete a pre-disclosure from the OTC web site (available at the following URL: <http://www.prfrealestate.com/predisclosureform.html>).

EPICS teams may also want to consult directly with Technology Managers at OTC for guidance and advice on intellectual property protection or evaluation of the commercial potential for their project results. A listing of the staff is available online at <http://www.otc.purdue.edu/staff.html>.

If revenue is received from licensing Purdue intellectual property it is distributed according to university policy: one-third goes to the inventors or creators (inventors or creators also have the ability to share income with submitters who had a contribution to the project, but whose contributions do not rise to the level of inventorship), one-third to the department and one-third to the Purdue Research Foundation.

Opportunities for New Venture Creation

If students involved with the EPICS team have an entrepreneurial interest in developing new ventures around technology they have created under the EPICS program, OTC in conjunction with the EPICS coordinator will work with the students to help them license in the technology and commercialize it. In such cases OTC will typically ask for a:

- 2% equity share in the start-up in lieu of an upfront fee; and
- 1-5% royalty on sales; and
- 10% sublicensing fee; in conjunction with a
- marketing and development plan.

Office of Technology Commercialization

The Office of Technology Commercialization is a part of the Purdue Research Foundation. Some core functions of OTC are:

- Education of Purdue faculty regarding intellectual property and its commercialization
- Protection of Purdue intellectual property - patents, copyright, trademarks and know-how
- Marketing and licensing of Purdue intellectual property
- Facilitation of start-up companies based on Purdue technology
- Adding value to Purdue intellectual property through the Trask Innovation Awards Program
- Services provided by the office support the engagement and economic development missions of the university as well as benefiting academic activities such as attracting corporate research support and faculty recruiting

You can learn more about the office by visiting the OTC website at the following URL:

<http://www.otc.purdue.edu/>