

Date _____

RE: Standstill Agreement
WiSys Ref: _____
Agreement No. _____

Dear Dr. _____:

You have indicated you are interested in evaluating technologies you have assigned to WiSys in the area of _____ (“Field of Use”) as a platform for a start-up company to be established by you and perhaps others. You have indicated you are interested in investigating whether the inventions described in U.S. Patent Application No. _____ otherwise known by WiSys Ref.: _____-T_____, entitled “_____” (the “Patent”) can be the basis for such a start-up company in the Field of Use.

By signing this Agreement, both you and WiSys agree to various obligations. You agree to evaluate the invention(s) of the Patent as a platform for commercialization of products in the Field of Use. You also agree to begin to develop your business model, structure and plan for establishing a start-up company to bring products covered by the Patent to market. You agree, on or before _____, to provide WiSys with a completed WiSys Company Start-up Application Form (attached as Appendix A) and a business plan acceptable to WiSys containing the particulars of the business model you propose. You agree that all activities and strategies relating to the evaluation are entirely at your own discretion and that you will rely solely upon your own expertise or the expertise of others hired by you regarding the suitability of the Patent for any purpose.

No implied or express commercial license is granted under this Agreement. However, WiSys agrees to grant you a standstill period (the “Standstill Period”) until _____ (the “Standstill Termination Date”) during which WiSys will not grant a license to any other party under the Patent in the Field of Use. In addition, once WiSys receives a completed Application Form and an acceptable business plan on or before the Standstill Termination Date, WiSys agrees to present that information to the Start-up Equity Committee of its Board of Trustees for approval of your application to form a start-up company around the technology of the Patent. Provided the Start-up Equity Committee approves the application, WiSys will grant an additional three (3) month period (the “Negotiation Period”) beginning on the Standstill Termination Date during which Company and WiSys will work to negotiate a license agreement to the Patent. WiSys agrees that during the Standstill Period and the Negotiation Period, WiSys will not grant another party a license under the Patent in the Field of Use.

This Agreement shall terminate upon the earlier of the conclusion of the Standstill Period if no Application Form and business plan is received by WiSys before the Standstill Termination Date, the date the Start-up Equity Committee of the Board of Trustees rejects the application to form a start-up company, or at the end of the Negotiation Period. It may be amended or extended only by express, written agreement between the parties. This Agreement embodies the entire agreement between the parties and merges all prior agreements with respect to the matters addressed in this letter.

Please indicate your agreement to these terms by countersigning this letter and the enclosed copy of this letter and returning them to me. This Agreement will then become effective upon the execution of the two originals by WiSys’s Managing Director and one of the executed originals will be returned to you.

Sincerely,

_____,
_____, Licensing Manager

Terms Accepted:

WISYS TECHNOLOGY FOUNDATION, INC.

By: _____ Date: _____
Carl E. Gulbrandsen, Managing Director

_____: _____
_____ Date: _____

Approved in form for execution:

_____ Date: _____
Elizabeth L.R. Donley

(WiSys's attorney shall not be deemed signatory to this Agreement.)

APPENDIX A

WISYS Company Start-up Application Form

Company Name: _____

Date of Incorporation: (Entity Type) _____

State of Incorporation: _____

Founders: _____

WISYS Technology to be Licensed:

Company Concept and Target Market:

Management Structure:

Capital Needs/Capital Resources:

Projected Product Timeline:

Principal Competition//Technology/Market Barriers:

