



NON-DISCLOSURE AGREEMENT

To ensure the protection of information contained in the TxIS® Confidential IP Submittal Form (“Confidential Information”), and to preserve any confidentiality necessary under patent and/or trade secret laws, Texas Institute of Science, Inc. (“TxIS”) hereby agrees that it shall limit disclosure of Confidential Information within its own organization to its directors, officers, partners, members, employees and/or independent contractors (collectively referred to as “Affiliates”) having a need to know, and only upon execution of a confidentiality agreement with the relevant Affiliates prior to disclosure. TxIS and Affiliates will not disclose the Confidential Information to a third party without obtaining the discloser’s authorization. Confidential Information is necessary to enable TxIS and its Affiliates to evaluate such Confidential Information in order to determine its commercial potential and should not be construed as an offer to buy and/or sell.

NOTE: The agreement above ensures that your ideas, invention, and intellectual property will be handled confidentially and that we will not disclose the invention to anyone outside of non-disclosure parameters. There is no commitment, obligation, or implied agreement for you to sell your IP, or for TxIS, or any other party, to purchase your IP.

It is also important to understand:

- ***After reviewing this Submittal Form, you will realize that TxIS is not interested in learning details related to the know-how of your invention before a formal agreement signed.***
- ***No buyer will be interested purchasing an invention without a signed agreement between TxIS, the inventor(s), and the owner(s).***

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INTRODUCTION

For more than a decade, TxIS has worked closely with professors, researchers, scientists, PhD. students, and graduates (“Professors”) from universities, scientific and research institutes and organizations (“Universities”) located in Eastern Europe, the former Soviet Union, and Asia to identify opportunities for them to participate in and contribute to state-of-the-art Western research programs.

TxIS’s Intellectual Property/Technology Transfer Division is a global organization whose principal objectives are to **identify** promising lab-level intellectual properties, inventions, and innovations (“IP”), **support** completion of IP development, and **facilitate** its commercial utilization.

It is our Institute’s general experience that Universities often lack important capabilities required to effectively transition an IP through all the various and diverse steps that begin with an “idea” and end with the sale of a finished “product.” To operate successfully, an “ideal” Tech-Transfer Department would have access to wide variety of private and professional networks within the financial, industrial, technological, marketing, and legal communities to insure optimal outcomes for both the inventors and the University. Unfortunately, most Tech-Transfer Departments are missing one, or more, of these critical elements.

TxIS’s IP / Technology Transfer Division will guide the inventing professors, as well as Tech-Transfer Departments, through this process, utilizing our expertise in these vital areas to enhance the opportunity to successfully sell or license their IPs to Western companies and markets.

In order to receive the highest level of scientific assistance,

TxIS’s Global Advisory Board

consists of:

Dr. Russell Hulse
Nobel Laureate, 1993

Dr. Da Hsuan Feng
Sr. Executive Vice President, National Cheng Kung University (NCKU)

Dr. Alain Bensoussan
Former Chairman of European Space Agency

Dr. Laszlo Kapolyi
Member of the Russian and Hungarian Academies of Science, and
Former Secretary of Industries of the Hungarian Government

Dr. Miroslav Vlcek
DRSC, Vice-Rector for International Relations, Czech Technical University, Prague

Dr. Hasan Pirkul
Dean of the School of Management at the University of Texas at Dallas

Dr. Andrei Zabrodskii
Director of the Ioffe Physico-Technical Institute, St. Petersburg, Russia

SUBMISSION PROCESS OVERVIEW

STEP 1.

Using the form that follows, the inventor needs to provide basic information about the IP. This information is the minimum required for TxIS to determine if the IP warrants further assessment. As a part of receiving this IP information, TxIS agrees to the terms expressed in the Non-Disclosure Agreement (NDA) found at the beginning of this submittal form.

NOTE: *TxIS does not require the detailed “know-how” associated with your IP to complete our preliminary assessment. This keeps the IP secured with you.*

Upon receiving the IP Submittal Form, TxIS will contact the primary inventor to acknowledge receipt of information. TxIS will review the IP and complete an assessment of the benefits relative to existing technologies and begin to identify potential industrial applications. TxIS will then decide whether or not the IP warrants further investigation and communicate this information to the inventor(s) within 30 days from receipt of the original submission.

STEP 2.

At this stage, TxIS has determined that the IP carries potential value and, as a result, the organization is willing to allocate resources to investigate it in greater detail. TxIS will contact the inventor(s) for additional technical information. At this point TxIS will require execution of a formal Non-Disclosure Agreement (NDA) with the relevant parties, as well as a Technology Assignment Agreement (TAA) that grants to TxIS, in consideration for the work we are mutually agreeing to engage in, the sole right to represent the IP (for a defined period of time) to any client, with the ultimate intent of securing a commercial transaction. Representations made under the TAA are constructed in such a way as to preclude compromising patentability or violating terms of the NDA.

NOTE: *Going forward, TxIS will need to work in close cooperation with you to properly investigate the IP.*

Once the agreements listed above have been executed, TxIS will engage its Intellectual Property resources to determine the exact legal status of the IP. The Institute will also mobilize its Industrial resources to determine the value of the IP relative to its potential applications. Based upon the data collected, TxIS will compile a detailed assessment of the novelty, technical foundation, prior art, and uniqueness of the IP. This step typically requires the inventors' assistance and cooperation and may take an additional 30-90 days to complete (possibly longer if the IP is unusually complex).

STEP 3.

TxIS will have completed a detailed IP assessment and provided the results to the inventor(s). If it is determined that the IP could be processed for legal protection and has application value in one or more industries, TxIS, the owner of the IP and the inventor will execute a Technology Transfer Agreement (TTA) that describes basic terms and conditions that regulate the further development of the IP, as well as its disclosure to potential clients who may be interested in purchasing or licensing the IP.

NOTE: *The TTA must be signed by all participating inventors and owners of the IP as well as by TxIS.*



Please provide the following information to help us perform an initial technical and market assessment of your IP.

I) **IP Name or Title:**

II) **Submission Date**

III) **Please provide a brief description of the IP** (What does the invention do and how is it novel and quantitatively superior to prior works in this discipline or technology? Please add supplemental pages, if necessary.)

NOTE: This information should provide us insight into the benefits (cost, speed, size, etc.) of your IP versus existing technology. We are most interested in the key factors that impact the value of your IP. If your IP is novel, please note why your idea is unique relative to any existing or related invention. We do not need the technical details of your IP, but we do need information which explains its benefits and uniqueness relative to other inventions/patents. We are primarily interested in IPs that have not been publicly disclosed. TxIS prefers IPs which have no pending patent application. Our customers realize potentially greater value in unpatented IP since they can tailor the patent for certain applications, products, and geographical regions. However, TxIS will review submissions having prior public exposure or patents pending vis-à-vis existing regional and international patent law and related filing requirements. There will likely be limitations on the commercial options available to us in such cases.

IV) **Please list the technologies or disciplines pertaining to your IP.**

To view a representative set of disciplines, visit the TxIS website at <http://www.txis.us/txis/global/research/researchareas.aspx>.

Each of the major categories expands into more detailed disciplines.

- 1.
- 2.
- 3.
- 4.

Note: Should none of the listed disciplines apply to your invention, please list the



disciplines that do apply.

V) Please indicate the development status of your IP. (Please select one)

- Concept or theoretical stage, not yet proven
- Modeling or other abstract evaluation
- Prototype with favorable lab results
- Development complete with proven results

Additional Comments:

VI) Has any of the following taken place concerning your IP? (Please select as many as are applicable)

- Patent application
- Publication
- Other public disclosure
- University Review
- IP export request
- Public demonstration
- Prior technology transfer arrangement or disclosure

Additional Comments:

Note: please give us as much detail as possible with regards to dates, places (i.e. a Conference speech as "public disclosure"), contents of any of the categories you marked above in VI)



VII) **What financing is required (in USD) to bring the development of this IP to a level necessary for a patent application?** (Please list the major tasks, time, and cost required – add more lines, if needed).

	Task Description	Time (Weeks)	Task Cost (USD)
1			
2			
3			
4			
	TOTALS		

Note: Should you need more space to discuss any of the Tasks above, please use the NOTE PAGES section at the end of this document.

Additional Comments:

NOTE: Our objective is to work with IP that can be deemed patentable due to its novelty and uniqueness, and as a result, possesses clear value for its intended industrial applications. However, TxIS will consider financing for an IP which is not yet at this stage and, as such, would require further development. If this is the case with your IP, please list in the chart above all tasks remaining to be done (modeling, prototyping, analytical studies, etc.), any potential equipment or other resources required for these tasks, and finally, an estimate of related costs. This information will help us complete a business assessment of your IP as any incremental investment required must be considered when determining potential market value to our clients.

VIII) **Please provide complete contact information for each inventor of the IP being submitted to TxIS for evaluation.** (You may attach additional pages if there are additional inventors).

In addition, please also include the CV for each inventor with the IP Submission Form.



TXIS® CONFIDENTIAL IP SUBMITTAL FORM

TxIS / IP-002-1_083109

By submitting this IP to TxIS for evaluation, the Inventor(s) are representing to TxIS that:

- A) Each and every inventor who contributed to the creation of this IP is listed below, and
- B) The submission herein is being performed in complete compliance with all organization policies and all local, state, and national laws applicable to the Inventor(s) submission of the IP to TxIS, and
- C) Inventor(s) submission of this IP to TxIS serves as a legal signature and acceptance of the terms contained in this complete document by the Inventor(s) listed below.

Inventor	1 (Primary Contact)	Inventor 2
Name		
Title		
Organization		
Address		
City		
Postal Code		
Country		
Work Phone		
Home Phone		
Cell Phone		
Email		

Inventor	Inventor 3	Inventor 4
Name		
Title		
Organization		
Address		
City		
Postal Code		
Country		
Work Phone		
Home Phone		
Cell Phone		
Email		



NOTE PAGES



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