Re.: Invention Title:

 OTC Docket No.

 **No Property Interest in Invention**

Dear      :

 You have delivered to us an Invention Disclosure, informing the University that you had created an invention or work (the “Invention”) that might be patentable, copyrightable or otherwise capable of protection under certain intellectual property laws. (The Invention Disclosure you submitted is filed in the aforementioned Office for Technology Commercialization (“OTC”) docket.) Based upon the information you provided us, we have no reason to believe the University owns or has any property interest in the Invention (including any patent or other intellectual property rights) as provided in Minnesota and federal law and the University’s Board of Regents Policy: *Intellectual Property*.

 Our determination that the University has no property interest in the Invention is contingent upon the accuracy and completeness of the Invention Disclosure and the statements you made to us regarding the Invention and the related funding sources. If the statements made in the Invention Disclosure or your statements regarding the Invention or the related funding sources are false, incomplete or materially misleading, the University shall have the right (exercisable by delivering a written notice to you) to revoke this letter and assert its property rights in the Invention. In that event, the University shall recover all rights it would otherwise have in the Invention but for the delivery to you of this letter and you shall grant the University an option (exercisable without payment of any additional consideration to you) to assume all your rights and liabilities under any agreement you entered into granting a third party any rights or licenses in or to the Invention.

 This letter is limited to the Invention, as described in the Invention Disclosure. It does not cover future improvements of the Invention.

 This letter is further limited. It does not affect the rights a third party, including the federal government of the United States of America or any other sponsor of the research leading to or resulting in the Invention, may have in the Invention. By signing this letter, you acknowledge that you have informed OTC of all the sponsors of such research of which you are aware.

 Our opinions are based upon the information we have received on or prior to the date of this letter. Our opinions may change, and the University may revoke this letter and assert its property rights in the Invention, due to information we receive after the date of this letter.

 We are providing this letter to you solely for your benefit. This letter, and specifically our opinions as set out in this letter, may not be used, quoted from, referred to or relied upon by any other person for any purpose, without in each instance our prior written consent.

 This letter does not release you from your obligations under the University's policies, including the University's Board of Regents Policies: *Conflict* *of Interest* and *Intellectual Property*. Notwithstanding this letter, you may be required to disclose your ownership interest in the Invention and in any licensee of the Invention if you engage in research at the University concerning the Invention.

 The University is willing to acknowledge to you that it has no property rights in the Invention if you agree to the terms in this letter. If you do, please sign and return to me the enclosed duplicate original of this letter. Thank you.

 Very truly yours,

 Regents of the University of Minnesota

 Associate Director

 Office for Technology Commercialization

Agreed:

By:

Name:

Title:

Date: