AGREEMENT BETWEEN

UNIVERSITY OF WEST FLORIDA BOARD OF TRUSTEES

AND

THE RESEARCH FOUNDATION OF THE UNIVERSITY OF WEST FLORIDA

Effective the 5th day of April, 2005, The University of West Florida Board of Trustees ("UWF" or "University"), a public body corporate organized under the laws of the State of Florida and The Research Foundation of The University of West Florida, Incorporated ("Research Foundation"), a Florida not-for-profit corporation agree as follows:

Research Foundation assigns to University all of Research Foundation’s right title and interest to a patent entitled “Concept Map Based Multimedia Computer System For Facilitating User Understanding Of A Domain of Knowledge,” US Patent No. 5,506,937 issued April 9, 1996, including any derivatives of such intellectual property; (“the Technology”) and

From the date of this Assignment forward, The Research Foundation no longer has the duty to aggressively seek marketing to license and produce royalties and other income streams from the Technology to support further University Research; and

The Research Foundation will also make appropriate final distributions of proceeds received by the Research Foundation related to the intellectual property in accordance with the prior assignment (attached as Exhibit 1) that the Research Foundation would recoup a 10% administrative fee, then distribute the net proceeds received from licensing of the Technology under the terms of the then current University of West Florida Intellectual Property Policy, The Research Foundation will make final payments to the inventors Kenneth M. Ford, Alberto J. Cañas and John W. Coffey pursuant to the assignment (dated May 28, 1993 from the above named inventors to the University- attached) for those proceeds received by the Research Foundation related to the Technology.

The University will honor any licenses related to the use of the Technology that were entered into with third parties by the Research Foundation previous to the signing of this Agreement.

IN WITNESS WHEREOF, the parties hereto have executed this instrument for the purpose herein expressed this day and year above written.

UNIVERSITY OF WEST FLORIDA
BOARD OF TRUSTEES

President

RESEARCH FOUNDATION OF THE
UNIVERSITY OF WEST FLORIDA, INC.

President of the Research Foundation of
the University of West Florida, Inc.

APPROVED AS TO
FORM AND LEGALITY

UWF ATTORNEY
AGREEMENT BETWEEN

UNIVERSITY OF WEST FLORIDA BOARD OF TRUSTEES

AND

THE RESEARCH FOUNDATION OF THE UNIVERSITY OF WEST FLORIDA

Effective the 1st day of July, 2001, The University of West Florida Board of Trustees ("UWF" or "University"), a public body corporate organized under the laws of the State of Florida and The Research Foundation of The University of West Florida, Incorporated ("Research Foundation"), a Florida not-for-profit corporation agree as follows:

University assigns to Research Foundation all of its right title and interest to a patent entitled "Concept Map Based Multimedia Computer System For Facilitating User Understanding Of A Domain of Knowledge," US Patent No. 5,506,937 issued April 9, 1996; and

Research Foundation agrees to aggressively seek marketing to license and produce royalties and other income streams from this patent technology to support further University Research; and

Research Foundation agrees to honor the University's financial obligations to the inventors Kenneth M. Ford, Alberto J. Cañas and John W. Coffey pursuant to the assignment dated May 28, 1993 from the above named inventors to the University; and

Research Foundation agrees that after recoupment of 10% administrative fee, all net proceeds received from licensing of this technology will be distributed under the terms of the current University of West Florida Intellectual Property Policy.

IN WITNESS WHEREOF, the parties hereto have hereunto executed this instrument for the purpose herein expressed this day and year above written.

UNIVERSITY OF WEST FLORIDA,
for and on behalf of the University of West Florida Board of Trustees

Dr. Morris L. Marx
President

UNIVERSITY OF WEST FLORIDA RESEARCH FOUNDATION, INC.

Dr. Parks Dimsdale
Vice President for Academic Affairs and President of the Research Foundation of the University of West Florida, Inc.

Approved as to form and legality:

Office of the General Counsel

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