

THE UNIVERSITY OF MICHIGAN
REGENTS COMMUNICATION

ACTION REQUEST

Subject: Option Agreement between the University of Michigan and Biocrede, Inc.

Action Requested: Approval of Option Agreement

Preamble:

A statutory conflict of interest situation was identified by the Office of Technology Transfer while reviewing the technology transfer agreement that then triggered a review by the OVPR Conflict of Interest Review Committee. A plan for management of the possible risks associated with the conflict of interest was then developed and approved by this Committee and agreed to by the parties involved in this plan.

This proposed option agreement ("Agreement") falls under the State of Michigan Conflict of Interest Statute because Dr. Hao Chen is both an employee of the University of Michigan ("University") and a partial owner of Biocrede, Inc. The law permits such an Agreement provided it is disclosed to the executive officers and approved in advance by a 2/3 vote of the Regents of the University of Michigan.

Background:

Dr. Hao Chen, a Research Investigator in Biomedical Engineering, in the College of Engineering, is the partial owner of a for-profit company called Biocrede, Inc. (the "Company"). The Company was formed recently to commercialize nitric oxide releasing technology in urinary catheters and desires to obtain an option from the University of Michigan for the University's rights associated with the following technology:

UM OTT File No. 5584, entitled: "Polyurethanes for Nitric Oxide Release"
(Mark Meyerhoff, Hitesh Handa, Elizabeth Brisbois)

The Office of Technology Transfer selected the Company as a University partner and negotiated the terms of the proposed Agreement in accordance with University policy and its accepted licensing principles.

Parties to the Agreement:

The Regents of the University of Michigan and Biocrede, Inc.

Agreement Terms Include:

Agreement terms include granting the Company an exclusive option. The Company will pay an option fee and reimburse patent costs. The University will retain ownership of the optioned technology and may continue to further develop it and use it internally. No use of University services or facilities, nor any assignment of

University employees, is obligated or contemplated under the Agreement. Standard disclaimers of warranties and indemnification apply, and the Agreement may be amended by consent of the parties, such as adding related technology. University procedures for approval of these changes will be followed and additional conflict of interest review will be done as appropriate.

Pecuniary Interest:

The pecuniary interests of Dr. Chen arise from his ownership interest in Biocrede, Inc.

Net Effect:

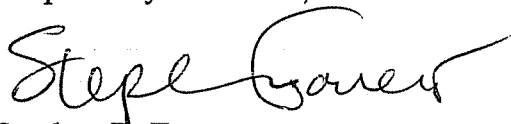
The Office of Technology Transfer has negotiated and finalized the terms of a worldwide exclusive option agreement for patents related to UM OTT File No. 5584 for the fields of use in urinary catheters.

Biocrede, Inc. will obtain use and commercialization rights to the above listed University technology.

Recommendations:

This matter has been reviewed and approved by the OVPR Conflict of Interest Review Committee. In light of this disclosure and our finding that the Agreement was negotiated in conformance with standard University practices, I recommend that the Board of Regents approve the Option Agreement between the University and Biocrede, Inc.

Respectfully submitted,



Stephen R. Forrest
Vice President for Research

February 2013