

THE UNIVERSITY OF MICHIGAN

REGENTS COMMUNICATION

Approved by the Regents
April 19, 2012

ACTION REQUEST

Subject: Material Transfer Agreement between the University of Michigan and ImBio, LLC

Action Requested: Authorization to enter into 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 Medical School Conflict of Interest Board. A plan for management of the possible risks associated with the conflict of interest was then developed and approved by this Board and agreed to by the parties involved in this plan.

This proposed Material Transfer agreement ("Agreement") falls under the State of Michigan Conflict of Interest Statute because Professors Brian Ross and Alnawaz Rehemtulla are both employees of the University of Michigan ("University") and partial owners of ImBio, LLC. 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. Brian D. Ross, a Professor of Radiological Sciences, Department of Radiology and a Professor of Biological Chemistry, Medical School, and Dr. Alnawaz Rehemtulla, a Professor of Radiation Oncology and Radiology, Medical School, are partial owners of a for-profit company called ImBio, LLC (the "Company"). The Company was formed to commercialize software and reagents useful in molecular resonance imaging diagnosis of human pathologies and has licensed a number of technologies from the University. The Company desires to obtain the right to use selected de-identified medical images solely for testing developed computer algorithms.

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 ImBio, LLC

Agreement Terms Include:

Agreement terms include granting the Company the right to use de-identified medical images solely for testing developed computer algorithms. 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. Ross and Dr. Rehemtulla arise from their ownership interest in ImBio, LLC.

Net Effect:

The Office of Technology Transfer has negotiated and finalized the terms of a material transfer agreement for de-identified medical images.

ImBio, LLC, will obtain use rights to the above listed University images.

Recommendations:

This matter has been reviewed and approved by the Medical School Conflict of Interest Board. 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 Material Transfer Agreement between the University and ImBio, LLC.

Respectfully submitted,



Stephen R. Forrest
Vice President for Research

April 2012