

THE UNIVERSITY OF MICHIGAN

Approved by the Regents
June 21, 2012

REGENTS COMMUNICATION

ACTION REQUEST

Subject: License Agreement between the University of Michigan and Superior Rehabilitation and Assessment Solutions, Inc.

Action Requested: Approval of License 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 license agreement ("Agreement") falls under the State of Michigan Conflict of Interest Statute because Professor Susan H. Brown is both an employee of the University of Michigan ("University") and a partial owner of Superior Rehabilitation and Assessment Solutions, Inc. ("SupRA"). 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. Brown, a Professor in the School of Kinesiology, is the partial owner of a for-profit company called SupRA (the "Company"). The Company was formed recently to commercialize algorithms and devices to direct a person through one or more sequences of hand and arm movements to measure baselines and changes in performance over time and desires to obtain a license from the University of Michigan to the University's rights associated with the following technology:

UM OTT File No. 5323, entitled: "Upper Limb Training and Assessment Board" (Susan H. Brown, Edward Hurvitz, Daniel Goble, Alison Clune, Brian Skvaria, Joseph McCarthy, Alex Flick & Colleen Lewis)

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 SupRA.

Agreement Terms Include:

Agreement terms include granting the Company an exclusive license with the right to grant sublicenses. The Company will pay a royalty on sales and reimburse patent costs. The University may receive equity in the Company, along with the right to purchase more equity. The University will retain ownership of the licensed 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. Brown arise from her ownership interest in SupRA.

Net Effect:

The Office of Technology Transfer has negotiated and finalized the terms of a worldwide exclusive license agreement for documents, prototypes and copyrights related to UM OTT File No. 5323 for all fields of use.

SupRA will obtain use and commercialization rights to the above listed University technology. Pursuant to the Michigan Investment in New Technology Startups program ("MINTS") approved by the Regents on December 15, 2011, the University may invest up to \$1,000,000 per qualifying financing round up to, for purposes of this approval, a total of \$2.5 million in this Company.

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 Agreement between the University and SupRA.

Respectfully submitted,



Stephen R. Forrest
Vice President for Research

June 2012