

THE UNIVERSITY OF MICHIGAN

Approved by the Regents
September 17, 2009

REGENTS COMMUNICATION

ACTION REQUEST

Subject: License Agreement between the University of Michigan
and Tangent Medical Technologies LLC

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. This 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.

This proposed license agreement ("Agreement") falls under the State of Michigan Conflict of Interest Statute because Mr. Steven White is both an employee of the University of Michigan ("University") and a partial owner of Tangent Medical Technologies LCC. 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:

Mr. Steven White, a Graduate Student Research Assistant in the Department of Mechanical Engineering, is the partial owner of a for-profit company called Tangent Medical Technologies LLC ("Company"). The Company was formed recently to commercialize medical devices for stabilizing catheters, and desires to license the following technology from the University:

UM File No. 4345, entitled: "Easy Cath 180" (Adrienne Harris, Elyse Kemmerer, Merrell Sami, Steven White)

UM File No. 4346, entitled: "Sphynix Catheter Securement Device" (Adrienne Harris, Elyse Kemmerer, Merrell Sami, Steven White)

UM File No. 4347, entitled: "Nova-Cath" (Adrienne Harris, Elyse Kemmerer, Merrell Sami, Steven White)

Parties to the Agreement:

The Regents of the University of Michigan and Tangent Medical Technologies LLC.

Agreement Terms:

Terms include giving 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 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 contract may be amended by consent of the parties. 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 interest of Mr. Steven White arises from his ownership interest in Tangent Medical Technologies LLC.

Net Effect:

The Office of Technology Transfer has negotiated and finalized the terms of a worldwide exclusive license agreement for patents related to UM OTT File Nos. 4345, 4346, and 4347 for all fields of use. The Company 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 License Agreement between the University and Tangent Medical Technologies LLC.

Respectfully Submitted,



Stephen R. Forrest
Vice President for Research

September 2009