

ACTION REQUEST

Subject: Master Agreement between the University of Michigan and AssureRx Health, Inc.

Action Requested: Authorization to enter into Master Agreement

Preamble:

A statutory conflict of interest situation was identified by the Office of Research and Sponsored Projects while reviewing the Unfunded Agreement record which 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 has been developed and approved by the Board and agreed to by the parties involved.

This proposed agreement ("Agreement") falls under the State of Michigan Conflict of Interest Statute because Professor Brian Athey is an employee of the University of Michigan ("University") and Chair of the Scientific Advisory Board and equity holder of AssureRx Health, Inc. The law permits such an Agreement provided it is disclosed to the Board of Regents ("Regents") of the University of Michigan and approved in advance by a 2/3 vote.

Background:

Brian Athey, PhD, a Professor and Chair in the Department of Computational Medicine & Bioinformatics and Professor of Psychiatry and Internal Medicine, is also the Chair of the Scientific Advisory Board of and holds equity in AssureRx Health, Inc. (the "Company"). The Company wishes to support research projects at the University and desires to use facilities of the University for projects related to research and development of its personalized medicine technologies. The role of Dr. Athey will be described in a project statement for each project and shall be subject to an approved conflict of interest management plan.

Agreement Terms:

The University will enter into an Agreement with the Company that will cover standard procedures for performance of projects as well as provisions implementing University and federal policies related to intellectual property and publication. The Agreement will cover an initial five-year period, with a total authorization not to exceed \$5,000,000. The University will use standard sponsored project accounting procedures to determine the cost of each project under this Agreement. Budgets will be reviewed and approved by authorized representatives of the applicable department(s) and school(s)/college(s) where projects will be performed. The Agreement will allow the University and the Company to specify projects that the University will conduct under the terms of the Agreement. Since sponsored projects are often amended, the Agreement will include provisions for changes in the time, amount, and scope of each supported project. University procedures for approval of

each project will be followed and additional conflict of interest review will be done on a project-by-project basis.

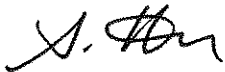
Impact of the Agreement

The Master Agreement will facilitate research and testing that will assist the University in developing and commercializing technology related to personalized medicine. It also provides for ongoing support and collaboration between the University and the Company.

Recommendations:

These matters will be reviewed and approved by the Medical School Conflict of Interest Board and a plan will be developed to manage the potential conflict of interest risks associated with each project that will be implemented under the terms of the Master Agreement prior to the University's approval of any individual project. In light of this disclosure and our finding that the Agreement will be negotiated in conformance with standard University practices, I recommend that the Board of Regents approve of the University entering into this Agreement with AssureRx Health, Inc.

Respectfully submitted,



S. Jack Hu
Interim Vice President for Research

October 2014