

THE UNIVERSITY OF MICHIGAN
REGENTS COMMUNICATION

Approved by the
Regents
February 19, 2015

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 UMOR 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 partial owner of Biocrede 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:

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

UM OTT File No. 5279, entitled: "Electrochemically Modulated Delivery of Nitric Oxide" (Mark E. Meyerhoff, Lajos T. Hofler, Dipankar Koley)

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 to the technology. The Company will reimburse ongoing patent costs, perform technical diligence, and provide a business plan that describes the Company's intention and ability to develop and commercialize the licensed technology. Terms of the

subsequent license agreement would include a royalty on sales and reimbursement of 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 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. Hao 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 option agreement for patents related to UM OTT File No. 5279 for limited fields of use. Biocrede Inc. will obtain evaluation rights to the above listed University technology.

Recommendations:

This matter has been reviewed and approved by the UMOR 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 Biocrede Inc.

Respectfully submitted,



S. Jack Hu
Interim Vice President for Research

February 2015