

**THE UNIVERSITY OF MICHIGAN
REGENTS COMMUNICATION**

ACTION REQUEST

Subject: Commercialization Agreements with the University of Michigan

Action Requested: Approval of Commercialization Agreements

Preamble:

Statutory conflicts of interest situations were identified by Innovation Partnerships while reviewing commercialization agreements that then triggered a review by the Medical School Conflict of Interest Board and/or the UMOR Conflict of Interest Review Committee. Plans for management of the possible risks associated with the conflicts of interest will be developed and approved by the Board and/or Committee and may require agreement by the parties involved.

These proposed commercialization agreements (“Agreements”) fall under the State of Michigan Conflict of Interest Statute because employees of the University of Michigan (“University”) have outside activities, relationships, or interests in the companies described in Attachment A. The law permits such Agreements provided they are disclosed to the Board of Regents (“Regents”) of the University and approved in advance by a 2/3 vote.

Background:

These companies were formed to commercialize University technologies and desire to option, license, or reassign the University’s rights associated with them. Innovation Partnerships selected these companies as University partners and negotiated the terms of the proposed agreements in accordance with University policy and its accepted licensing principles.

Agreement Terms Include:

The University will retain ownership of the optioned, licensed, or reassigned technologies and may continue to further develop and use them internally. No use of University services or facilities, nor any assignment of University employees, is obligated or contemplated under the Agreements. Standard disclaimers of warranties and indemnification apply, and the Agreements 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. Terms specific to each Agreement are described in Attachment A.

Net Effect:

Innovation Partnerships has negotiated and finalized the terms of the option, license, or reassignment agreements for patents, technology, or content related to University technologies for particular fields of use. The companies will obtain the right to evaluate, use, and/or commercialize the University technologies. The net effects specific to each Agreement are described in Attachment A.

Recommendations:

These matters have been reviewed and approved by the Medical School Conflict of Interest Board and/or the UMOR Conflict of Interest Review Committee. In light of this disclosure and our finding that the Agreements were negotiated in conformance with standard University practices, I recommend that the Board of Regents approve the Agreements between the University and the companies outlined in Attachment A.

Respectfully submitted,



Rebecca Cunningham
Vice President for Research

February 2022

Attachment A

Agreement #1

License Agreement between the University and MDI Therapeutics, Inc. Reviewed by the Medical School Conflict of Interest Board

Innovation Partnerships Intellectual Property File Information

Number	Title	Inventors
4352	Plasminogen Activator Inhibitor-1 Inhibitors and Methods of Use Thereof to Modulate Lipid Metabolism	Daniel Lawrence, Jeanne Stuckey, Enming Su, Shih-Hon Li, Mark Warnock, Jacqueline Cale, Cory Emal
5475	Plasminogen Activator Inhibitor-1 Inhibitors and Methods of Use Thereof	Daniel Lawrence, Ashley Reinke, Shih-Hon Li, Mark Warnock, Cory Emal, Gregory Abernathy
7451	Plasminogen Activator Inhibitor-1 Inhibitors and Methods of Use Thereof	Daniel Lawrence, Ashley Reinke, Shih-Hon Li, Cory D. Emal
2020-030	A Novel Therapeutic to Target Neutrophil Elastase	Daniel Allen Lawrence

Background

MDI Therapeutics, Inc. was formed to commercialize novel therapeutic agents for fibrotic diseases and desires to license the University's rights associated with the technology listed above.

Net Effects

- Worldwide exclusive
- Patents
- All fields of use
- Right to commercialize

Agreement Terms

MDI Therapeutics, Inc. will:

- Obtain the right to grant sublicenses
- Pay a royalty on sales
- Reimburse patent costs

The University will:

- Receive equity in MDI Therapeutics, Inc.
- Retain the right to purchase more equity in MDI Therapeutics, Inc.

University Employee; University Title; Relationship with MDI Therapeutics, Inc.

- Daniel Lawrence; Professor, Internal Medicine-Cardiology; Partial Owner
- Enming Su; Associate Research Scientist, Internal Medicine-Cardiology; Partial Owner

Agreement #2

Option Agreement between the University and Predictoma, Inc. Reviewed by the Medical School Conflict of Interest Board

Innovation Partnerships Intellectual Property File Information

Number	Title	Inventors
2019-182	Methods to be Used in Conjunction with Biomarker Ratio Imaging Microscopy	Howard Petty
2021-431	Spatial Patterns of Phosphofructokinase Isotypes within Ductal Carcinoma in Situ Lesions Accurately Predict Cancer Recurrences	Howard Petty

Background

Predictoma, Inc. was formed to develop and commercialize biomarkers/algorithms for the prediction of recurring breast cancer and desires to option the University's rights associated with the technology listed above.

Net Effects

- Worldwide exclusive
- Patents and copyrights
- All fields of use
- Right to evaluate

Agreement Terms

Predictoma, Inc. will:

- Reimburse patent costs

The University will:

- Receive equity in Predictoma, Inc.

University Employee; University Title; Relationship with Predictoma, Inc.

- Howard Petty; Professor, Ophthalmology & Visual Sciences; Partial Owner

Agreement #3

Option Agreement between the University and Prevada Medical, Inc. Reviewed by the Medical School Conflict of Interest Board

Innovation Partnerships Intellectual Property File Information

Number	Title	Inventors
6329	Prevention of Ventilator Associated Pneumonia	Laurence J. Dinardo, Mary Jo Grap, Rao R. Ivatury, Cindy Munro, Curtis N. Sessler, Bruce Spiess, Kevin Ward
2018-334	Long Lasting Antimicrobial Surfaces Based on the Crosslinking of Natural Oils Within Polymer Networks	Abhishek Dhyani, Kevin Bram Golovin, Sarah Ashley Snyder, Geeta Mehta, Anish Tuteja, Jeremy Scott VanEpps

Background

Prevada Medical, Inc. was formed to develop and commercialize medical device solutions to prevent hospital acquired infection, particularly ventilator-associated pneumonia, and desires to option the University's rights associated with the technology listed above.

Net Effects

- Worldwide exclusive for 6329
- Worldwide non-exclusive for 2018-334
- Patents
- All fields of use for 6329
- Field specific (medical devices for prevention of ventilator associated pneumonia) for 2018-334
- Right to evaluate and research & development

Agreement Terms

Prevada Medical, Inc. will:

- Pay an upfront fee

The University may:

- Receive equity in Prevada Medical, Inc.

University Employee; University Title; Relationship with Prevada Medical, Inc.

- Kevin Ward; Professor, Emergency Medicine; Partial Owner

Agreement #4

License Agreement between the University and Tides Center Reviewed by the Medical School Conflict of Interest Board

Innovation Partnerships Intellectual Property File Information

Number	Title	Inventors
2019-002	Fidelity Tracking Tool	Emily Berregaard, John Hess, Elizabeth S. Koschmann, Jennifer Vichich
2020-232	TRAILS (Transforming Research into Action to Improve the Lives of Students)	Emily Berregaard, Elizabeth S Koschmann, Jennifer Vichich, Jill Paladino, Kristen Miner

Background

Tides Center has formed the TRAILS project to commercialize and deploy the TRAILS mental health intervention system for adolescents and desires to license the University's rights associated with the technology listed above. This commercialization includes the training, on boarding and monitoring of school staff and 'tuning' of skills over time. The purpose is to create a network of paraprofessionals within school systems as a first point of support in mental health and wellness of adolescent youth.

Net Effects

- Worldwide exclusive
- Copyrights
- All fields of use
- Right to commercialize

Agreement Terms

Tides Center will:

- Obtain the right to grant sublicenses
- Pay a royalty on sales

The University may:

- Receive equity in Tides Center

University Employee; University Title; Relationship with Tides Center

- Elizabeth Koschmann; Assistant Research Scientist, Psychiatry; Project Director Under Delegated Authority of the Board of Directors

Agreement #5
License Agreement between the University and VIEWaves
Reviewed by the UMOR Conflict of Interest Review Committee
Innovation Partnerships Intellectual Property File Information

Number	Title	Inventors
5760	Highly Near Infrared Luminescent Lanthanide Encapsulated Sandwich Metallocrown Complexes	Svetlana Eliseeva, Alexandra Foucault-Collet, Joseph Jankolovits, Ivana Martinic, Vincent Pecoraro, Stephane Petoud, Evan Trivedi
6312	Heterometallic Gallium/Lanthanide Metallocrown Complexes as Visible and NIR Lumiphores	Chun Yin Chow, Svetlana Eliseeva, Jacob Lutter, Ivana Martinic, Tu Nguyen, Vincent Pecoraro, Stephane Petoud, Evan Trivedi
6766	Metallocrowns as Cellular Fixatives and Imaging Agents	Svetlana Eliseeva, Ivana Martinic, Tu Nguyen, Vincent Pecoraro, Stephane Petoud
7830	Dendrimeric Metallocrowns	Svetlana Eliseeva, Beatriz Abril Lopez Ber mudez, Vincent Pecoraro, Stephane Petoud

Background

VIEWaves was formed to commercialize novel luminescent compounds that will assist surgeons by specifically illuminating tumors and metastases to make surgery safer, reduce post-operative complications, and increase cancer patient survival and desires to license the University's rights associated with the technology listed above.

Net Effects

- Worldwide exclusive
- Patents
- All fields of use
- Right to commercialize

Agreement Terms

VIEWaves will:

- Obtain the right to grant sublicenses
- Pay a royalty on sales
- Pay an upfront fee
- Reimburse patent costs

The University will:

- Receive equity in VIEWaves
- Retain the right to purchase more equity in VIEWaves

University Employee; University Title; Relationship with VIEWaves

- Vincent Pecoraro; Professor, Chemistry; Partial Owner