

**THE UNIVERSITY OF MICHIGAN  
REGENTS COMMUNICATION**

ACTION REQUEST

Subject: Technology Transfer Agreements with the University of Michigan

Action Requested: Approval of Technology Transfer Agreements

Preamble:

Statutory conflicts of interest situations were identified by the Office of Technology Transfer (“OTT”) while reviewing technology transfer 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 technology transfer 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. OTT 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:

OTT has negotiated and finalized the terms of the option, license, or reassignment agreements for patents, technology, or content related to University OTT files 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

March 2021

**Attachment A**

**Agreement #1**

**License Agreement between the University and Lysoway Therapeutics, Inc.  
Reviewed by the UMOR Conflict of Interest Review Committee**

**Office of Technology Transfer Intellectual Property File Information**

<b>Number</b>	<b>Title</b>	<b>Inventors</b>
2019-270	Small Molecule Activation of Lysosomal TRP Channels Ameliorates Duchenne Muscular Dystrophy in Mouse Models	Haoxing Xu, Lu Yu, Marc Ferrer, Juan Jose Marugan, Raul Rolando Calvo, Natalia Julia Martinez, Noel Terrence Southall, Xin Hu
2021-310	A New Lysosomal Cation Channel	Haoxing Xu, Meiqin Hu

**Background**

Lysoway Therapeutics, Inc. was formed to commercialize therapeutics to treat lysosome related diseases and desires to license the University's rights associated with the technology listed above.

**Net Effects**

- Worldwide exclusive license for 2019-270 (patent rights)
- Worldwide non-exclusive license for 2021-310 (know-how and material)
- All fields of use
- Right to commercialize

**Agreement Terms**

Lysoway Therapeutics, Inc. will:

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

The University may:

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

**University Employee; University Title; Relationship with Lysoway Therapeutics, Inc.**

- Haoxing Xu; Professor, Molecular, Cellular, and Developmental Biology; Partial Owner

## Agreement #2

### License Agreement between the University and Metimum LLC Reviewed by the UMOR Conflict of Interest Review Committee

#### Office of Technology Transfer Intellectual Property File Information

Number	Title	Inventors
2019-330	Proving Ground Control Software for Testing Automation	Greg McGuire, Tyler Worman
2019-344	Proving Ground Infrastructure Data Collection Sensor Package	Greg McGuire, Tyler Worman
2019-366	Virtual Traffic Control Infrastructure for Use in Simulation and Augmented/Virtual Reality	Tyler Worman
2020-257	Smartcity Edge Node Software Container Management	Tyler Worman
2020-493	World Scale Augmented Reality Visualization and Control	Greg McGuire, Tyler Worman, Huei Peng
2021-064	High Accuracy World Positioning Device for Tracking Objects and Reproducible Tests	Greg McGuire, Tyler Worman, Edward Serzo
2021-188	Smart City + Test Facility Trigger (Software/Hardware) Integrations	Greg McGuire, Tyler Worman
2021-189	Network GNSS Packet Hardware Transcoder for External System	Tyler Worman, Edward Serzo
2021-190	Augmented Pedestrian Broadcast Mobile Application	Tyler Worman, Edward Serzo
2021-191	High Precision, Robotic, Path Following Platform	Greg McGuire, Tyler Worman, Edward Serzo

#### Background

Metimum LLC was formed to develop and manufacture hardware and components (devices) for testing and data collection for test tracks and autonomous testing facilities and desires to license the University's rights associated with the technology listed above.

#### Net Effects

- Worldwide exclusive license for the files listed above except 2019-330, which will be non-exclusively licensed
- Patents and copyrights
- All fields of use
- Right to commercialize

#### Agreement Terms

Metimum LLC will:

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

The University may:

- Receive equity in Metimum LLC
- Retain the right to purchase more equity in Metimum LLC

#### University Employee; University Title; Relationship with Metimum LLC

- Greg McGuire; Associate Director, UMOR Mcity; Partial Owner
- Tyler Worman; Manager of Software Engineering, UMOR Mcity; Partial Owner
- Edward Serzo; Software Engineer, UMOR Mcity; Partial Owner

**Agreement #3**

**Option Agreement between the University and Pyogenix Inc  
Reviewed by the Medical School Conflict of Interest Board**

**Office of Technology Transfer Intellectual Property File Information**

<b>Number</b>	<b>Title</b>	<b>Inventors</b>
2021-060	The Rapid Response (R2) System: A Novel Bacterial Diagnostic	Vishwaratn Asthana, Pallavi Bugga

**Background**

Pyogenix Inc was formed to develop a platform technology to test for microbial infections and desires to option the University's rights associated with the technology listed above.

**Net Effects**

- Worldwide exclusive option
- Patents
- All fields of use
- Evaluation rights

**Agreement Terms**

- Pyogenix Inc will:
- Reimburse patent costs

**University Employee; University Title; Relationship with Pyogenix Inc**

- Vishwaratn Asthana; House Officer, Internal Medicine; Partial Owner