

ACTION REQUEST

Subject: License Agreement between the University of Michigan and Genomenon, Inc.

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 that 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 was then developed and approved by this Board and agreed to by the parties involved in this plan.

This proposed license agreement ("Agreement") falls under the State of Michigan Conflict of Interest Statute because Professors Kojo Elenitoba-Johnson and Megan Lim and House Officer Mark J. Kiel are employees of the University of Michigan ("University") and partial owners of Genomenon, 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. Kojo Elenitoba-Johnson, a Professor in Pathology, Dr. Megan Lim, a Professor in Pathology, and Dr. Mark J. Kiel, House Officer in Pathology, are partial owners of a for-profit company called Genomenon, Inc. (the "Company"). The Company was formed recently to commercialize Genomic Variant Analysis Tool software and desires to license from the University of Michigan the University's rights associated with the following technologies:

UM OTT File No. 5882, entitled: "Genomic Variant Analysis Tool" (Kojo Elenitoba-Johnson, Megan Lim, and Mark J. Kiel)

UM OTT File No. 6412, entitled: "Algorithm for Data-Mining and Organizing Genomic Data from Database of Medical Literature" (Kojo Elenitoba-Johnson, Megan Lim, and Mark J. Kiel.)

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 Genomenon, Inc.

Agreement Terms Include:

Agreement terms include granting the Company an exclusive license with the right to grant sublicenses. The Company will pay a royalty on sales, milestone payments and reimburse patent costs. The University may receive equity in the Company, along with the right to purchase more equity.

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 Drs. Elenitoba-Johnson, Lim, and Kiel arise from their ownership interest in Genomenon, Inc.

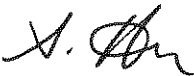
Net Effect:

The Office of Technology Transfer has negotiated and finalized the terms of a license agreement for patents related to UM OTT File Nos. 5882 and 6412 for all fields of use. Genomenon, Inc. will obtain use and commercialization rights to the above listed University technologies.

Recommendations:

This matter has been reviewed and approved by the Medical School Conflict of Interest Board. 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 Genomenon, Inc.

Respectfully submitted,



S. Jack Hu
Interim Vice President for Research

May 2015