

THE UNIVERSITY OF MICHIGAN

Approved by the Regents
June 16, 2011

REGENTS COMMUNICATION

ACTION REQUEST

Subject: License Agreement between the University of Michigan and ImBio, LLC

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 Professor Brian Ross is both an employee of the University of Michigan (“University”) and is a principal owner of ImBio, LLC. The law permits such an Agreement provided it is disclosed to the executive officers and approved in advance by a 2/3 vote of the Regents of the University of Michigan.

Background:

Dr. Ross, a professor of Radiological Sciences, Department of Radiology and professor of Biological Chemistry, Medical School is a principal owner of ImBio, LLC (the “Company”). The Company was formed recently to develop software and desires to license from the University of Michigan the University’s rights associated with the following technologies:

UM OTT File No. 5014, entitled: “Pixel-based analysis of registered medical images for assessing bone integrity” (Ross, Craig Galban)

UM OTT File No. 5015, entitled: “Voxel-based analysis of registered medical images acquired from multiple phases” (Ross, Craig Galban)

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 ImBio, LLC.

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 and reimburse 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. Ross arise from his ownership in the ImBio, LLC.

Net Effect:

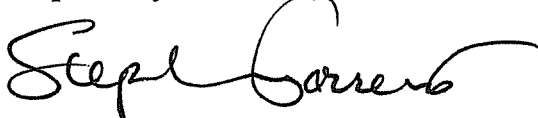
The Office of Technology Transfer has negotiated and finalized the terms of a worldwide exclusive license agreement for patents related to UM OTT File Nos. 5014 and 5015 for the fields of use of detection of human and animal diseases by diffusion magnetic resonance imaging.

ImBio LLC 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 License Agreement between the University and ImBio, LLC.

Respectfully submitted,



Stephen R. Forrest
Vice President for Research

June 2011