

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

July 2022

Attachment A

Agreement #1

License Agreement between the University and iReprogram, LLC Reviewed by the Medical School Conflict of Interest Board		
<u>Innovation Partnerships Intellectual Property File Information</u>		
Number	Title	Inventors
7027	Data-Guided Controllability	Indika Rajapakse, Geoff Patterson, Scott Ronquist
2020-037	A Hybrid Method of Cellular Reprogramming	Indika Rajapakse
<u>Background</u>		
iReprogram, LLC was formed to commercialize software and related algorithms to pioneer methods for cell regeneration delivering the next generation in personalized medicine, and desires to license the University's rights associated with the technology listed above.		
<u>Net Effects</u>	<u>Agreement Terms</u>	
<ul style="list-style-type: none">● Worldwide exclusive● Patents● All fields of use● Right to commercialize	iReprogram, LLC will: <ul style="list-style-type: none">● Obtain the right to grant sublicenses● Pay an upfront fee● Reimburse patent costs The University will: <ul style="list-style-type: none">● Receive equity in iReprogram, LLC● Retain the right to purchase more equity in iReprogram, LLC	
<u>University Employee; University Title; Relationship with iReprogram, LLC</u>		
<ul style="list-style-type: none">● Indika Rajapakse; Associate Professor, Computational Medicine and Bioinformatics; Partial Owner● Lindsey Muir; Research Assistant Professor, Computational Medicine and Bioinformatics; Partial Owner● Walter Meixner; Research Laboratory Specialist Senior, Computational Medicine and Bioinformatics; Partial Owner		

Agreement #2

**License Agreement between the University and LearningClues, LLC
Reviewed by the UMOR Conflict of Interest Review Committee**

Innovation Partnerships Intellectual Property File Information

Number	Title	Inventors
2021-196	CLUE: Contextual Linkages for Undergraduate Education	Perry Samson, Kevyn Collins-Thompson, Rada Mihalcea, Thomas Horak, Achintya Kattamalavadi, Yash Ramchandani, Haochen Yu, Michael Zhou

Background

LearningClues, LLC was formed to commercialize technology for creating contextual linkages between different learning resources in a student's ecosystem and automatically generating flash card study guides, and desires to license the University's rights associated with the technology listed above.

Net Effects

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

Agreement Terms

LearningClues, LLC will:

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

LearningClues, LLC may:

- Reimburse commercialization costs

The University will:

- Retain the right to acquire equity in LearningClues, LLC

University Employee; University Title; Relationship with LearningClues, LLC

- Perry Samson; Professor, Climate and Space Sciences and Engineering; Partial Owner

Agreement #3

**License Agreement between the University and ViewPoint Educational Technologies, LLC
Reviewed by the UMOR Conflict of Interest Review Committee**

Innovation Partnerships Intellectual Property File Information

Number	Title	Inventors
7228	Viewpoint (f/k/a Policymaker)	Elisabeth Gerber

Background

ViewPoint Educational Technologies, LLC was formed to commercialize the ViewPoint platform and simulation content and desires to license the University's rights associated with the technology listed above.

Net Effects

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

Agreement Terms

ViewPoint Educational Technologies, LLC will:

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

ViewPoint Educational Technologies, LLC may:

- Reimburse commercialization costs

The University will:

- Retain the right to acquire equity in ViewPoint Educational Technologies, LLC

University Employee; University Title; Relationship with ViewPoint Educational Technologies, LLC

- Elisabeth Gerber; Professor, Public Policy; Partial Owner