

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,

A handwritten signature in cursive script, appearing to read "Arthur Lupia".

Arthur Lupia
Interim Vice President for Research and Innovation

September 2024

Attachment A

Agreement #1

<p>License Agreement between the University and Mitovation, Inc. Reviewed by the Medical School Conflict of Interest Board</p>		
<p><u>Innovation Partnerships Intellectual Property File Information</u></p>		
Number	Title	Inventors
2021-403	Delivery of Therapeutic NIR	Thomas Sanderson, Samuel Tuck
<p><u>Background</u></p> <p>Mitovation, Inc. was formed to commercialize medical device technology for the treatment of reperfusion and inflammation injuries, and desires to license the University’s rights associated with the technology listed above.</p>		
<p><u>Net Effects</u></p> <ul style="list-style-type: none"> ● Worldwide exclusive ● Patents ● Fields of use in medical devices for therapeutic intervention in reperfusion and inflammatory injury in humans ● Right to commercialize 		<p><u>Agreement Terms</u></p> <p>Mitovation, Inc. will:</p> <ul style="list-style-type: none"> ● Obtain the right to grant sublicenses ● Pay a royalty on sales ● Reimburse patent costs <p>The University will:</p> <ul style="list-style-type: none"> ● Obtain the right to a liquidation fee in Mitovation, Inc.
<p><u>University Employee; University Title; Relationship with Mitovation, Inc.</u></p> <ul style="list-style-type: none"> ● Thomas Sanderson; Associate Professor, Emergency Medicine; Partial Owner 		

Agreement #2

<p>License Agreement between the University and Saferdrive AI LLC Reviewed by the UMOR Conflict of Interest Review Committee</p>		
<p><u>Innovation Partnerships Intellectual Property File Information</u></p>		
Number	Title	Inventors
7376	An Augmented Reality Environment for Connected and Automated Vehicle Testing	Henry Liu, Yiheng Feng
2021-284	Simulation of Naturalistic and Adversarial Driving Environment for Autonomous Vehicle Testing	Henry Liu, Shu Feng, Haojie Zhu, Haowei Sun, Xintao Yan, Boqi Li, Shengyin Shen
2022-257	Dense Deep Reinforcement Learning for Safety Validation of Autonomous Vehicles	Henry Liu, Shu Feng, Haojie Zhu, Haowei Sun, Xintao Yan, Boqi Li, Shengyin Shen
2024-312	Breaking through safety performance stagnation in autonomous vehicles with dense learning	Henry Liu, Shu Feng, Haojie Zhu, Haowei Sun, Xintao Yan, Zhengxia Zou, Shengyin

		Shen
<p style="text-align: center;"><u>Background</u></p> <p>Saferdrive AI LLC was formed to design and develop applications, simulations, frameworks, or other software components for testing and training of autonomous vehicles, and desires to license the University's rights associated with the technology listed above.</p>		
<p><u>Net Effects</u></p> <ul style="list-style-type: none"> ● Worldwide exclusive ● Patents ● All fields of use ● Right to commercialize 	<p><u>Agreement Terms</u></p> <p>Saferdrive AI LLC will:</p> <ul style="list-style-type: none"> ● Obtain the right to grant sublicenses ● Pay a royalty on sales ● Reimburse patent costs <p>The University will:</p> <ul style="list-style-type: none"> ● Receive equity in Saferdrive AI LLC ● Retain the right to purchase more equity in Saferdrive AI LLC 	
<p><u>University Employee; University Title; Relationship with Saferdrive AI LLC</u></p> <ul style="list-style-type: none"> ● Henry X. Liu; Director of Mcity Center, Professor, Civil and Environmental Engineering; Founder ● Haowei Sun; Research Fellow, Civil and Environmental Engineering; CEO 		

Agreement #2

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

Innovation Partnerships Intellectual Property File Information

Number	Title	Inventors
7376	An Augmented Reality Environment for Connected and Automated Vehicle Testing	Henry Liu, Yiheng Feng
2021-284	Simulation of Naturalistic and Adversarial Driving Environment for Autonomous Vehicle Testing	Henry Liu, Shu Feng, Haojie Zhu, Haowei Sun, Xintao Yan, Boqi Li, Shengyin Shen
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Background

SaferDrive AI LLC was formed to design and develop applications, simulations, frameworks, or other software components for the testing and training of autonomous vehicles 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

SaferDrive AI LLC will:

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

The University will:

- Receive equity in SaferDrive AI LLC
- Retain the right to purchase more equity in SaferDrive AI LLC

University Employee; University Title; Relationship with SaferDrive AI LLC

- Henry Liu; Director, Mcity Center, Professor, Civil and Environmental Engineering; Partial Owner
- Haowei Sun; Research Fellow, Civil and Environmental Engineering; Partial Owner