

**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

October 2024

**Attachment A**

**Agreement #1**

<b>License Agreement between the University and FreehillFerlic Corporation</b> <b>Reviewed by the UMOR Conflict of Interest Review Committee</b>		
<b><u>Innovation Partnerships Intellectual Property File Information</u></b>		
<b>Number</b>	<b>Title</b>	<b>Inventors</b>
2019-315	An Instrumented Baseball for Measuring Grip Forces	Mason Ferlic, Michael Freehill, Stephen Cain, Jacob Casciano
<b><u>Background</u></b>		
FreehillFerlic Corporation was formed to commercialize grip sensing technology and desires to license the University's rights associated with the technology listed above.		
<b><u>Net Effects</u></b> <ul style="list-style-type: none"><li>● Worldwide exclusive</li><li>● Patents</li><li>● All fields of use</li><li>● Right to commercialize</li></ul>	<b><u>Agreement Terms</u></b> <p>FreehillFerlic Corporation will:</p> <ul style="list-style-type: none"><li>● Obtain the right to grant sublicenses</li><li>● Pay a royalty on sales</li><li>● Reimburse patent costs</li></ul> <p>The University will:</p> <ul style="list-style-type: none"><li>● Receive equity in FreehillFerlic Corporation</li></ul> <p>The University may:</p> <ul style="list-style-type: none"><li>● Retain the right to purchase more equity in FreehillFerlic Corporation</li></ul>	
<b><u>University Employee; University Title; Relationship with FreehillFerlic Corporation</u></b>		
<ul style="list-style-type: none"><li>● Mason Ferlic; Graduate Student Research Assistant, Statistics; Partial Owner</li></ul>		

**Agreement #2**

**Option Agreement between the University and Mitophilix, Inc.  
Reviewed by the UMOR Conflict of Interest Review Committee**

**Innovation Partnerships Intellectual Property File Information**

<b>Number</b>	<b>Title</b>	<b>Inventors</b>
2020-134	Mitochondrial Targeting Compounds for the Treatment of Associated Diseases	Nouri Neamati, Ding Xue, Yibin Xu

**Background**

Mitophilix, Inc. was formed to commercialize small molecule compounds to treat cancer and desires to option the University's rights associated with the technology listed above.

**Net Effects**

- Worldwide exclusive
- Patents
- For therapeutics and drugs for treatment of human cancer and other diseases use
- Evaluation only

**Agreement Terms**

- Mitophilix, Inc. will:
- Pay an upfront fee

**University Employee; University Title; Relationship with Mitophilix, Inc.**

- Nouri Neamati; Professor, Medicinal Chemistry; Partial Owner

**Agreement #3**

**License Agreement between the University and Tides Center  
Reviewed by the UMOR Conflict of Interest Review Committee**

**Innovation Partnerships Intellectual Property File Information**

<b>Number</b>	<b>Title</b>	<b>Inventors</b>
2023-198	Energy Equity Project Framework	Justin Schott, Kyle Whyte, Tony Reames, Rahul Agrawal Bejarano, Natalie Britton, Jessica Berger

**Background**

Tides Center is fiscally sponsoring The Energy Equity Project (EEP) to commercialize, broadly implement, and grow the EEP Framework for measuring equity across energy efficiency and clean energy programs among utilities, state regulatory agencies, and other practitioners, while engaging and centering Black, Indigenous and People of Color (BIPOC) and frontline communities, 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**

Tides Center will:

- Obtain the right to grant sublicenses
- Pay annual fees

The University will:

- Obtain the right to a liquidation fee

**University Employee; University Title; Relationship with Tides Center**

- Justin Schott; Project Senior Manager, School for Environment and Sustainability; EEP Project Director Under Delegated Authority of the Board of Directors