

THE UNIVERSITY OF MICHIGAN

REGENTS COMMUNICATION

EXH

MOTION

ACTION REQUEST

APPROVED BY THE REGENTS

Subject: Amendment to License Agreement between the University of Michigan and GMP Immunotherapeutics, Inc. DEC 15 2005

Action Requested: Approval of Amendment

Preamble:

A statutory conflict of interest situation was identified by the Office of Technology Transfer while reviewing the technology transfer agreement which then triggered a review by the OVPR Conflict of Interest Review Committee. A plan for management of the possible risks associated with the conflict of interest was then developed by the committee and agreed to by the parties involved in this agreement.

This proposed amendment ("Agreement") falls under the State of Michigan Conflict of Interest Statute because Professors Gary Glick and Anthony Opipari are both employees of the University of Michigan ("University") and partial owners of GMP Immunotherapeutics, Inc. ("GMP"). 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:

The University entered into a license agreement with GMP in September 2003. GMP was formed to commercialize novel compositions for treatment of lupus and other autoimmune diseases as well as miscellaneous cancers. The inventions also include methods for designing and selecting novel compounds with particular therapeutic applications. The University would now like to add additional technologies to the license agreement. The new technology files to be added are:

- UM File No. 2804, entitled: "Kinetic Based Screening for Therapeutic Inhibitors" (Glick and Carol Fierke)
- UM File Nos. 2846 and 3084, entitled: "Methods and compositions for Benzodiazepines and related compounds" (Glick)
- UM File No. 2871, entitled: "Treatment of Autoimmune Disease and Cancer" (Glick)
- UM File Nos. 2968 and 3023, entitled: "New Benzodiazepine Crystal Forms" (Glick and Adam Matzger)
- UM File No. 2995, entitled: "New Cytotoxic and Anti-proliferative Agents" (Glick)
- UM File No. 3148, entitled: "New applications for aziridines and related compounds" (Glick)
- UM File No. 3160, entitled: "Compounds and Method for Modulating Albinism" (Glick)
- UM File No. 3204, entitled: "New Heterocyclic analogs of Bz-423" (Glick)

UM File No. 3215, entitled: "New Heterocyclic analogs of Bz-423" (Glick)

Parties to the Agreement:

The Regents of the University of Michigan and GMP.

Amendment Terms Include:

Amendment terms include giving GMP an exclusive license with the right to grant sublicenses to the above-referenced technologies. Additional diligence and milestone payments will apply. 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 contract may be amended by consent of the parties.

Pecuniary Interest:

The pecuniary interests of Drs. Glick and Opipari arises from their ownership interest in GMP.

Net Effect:

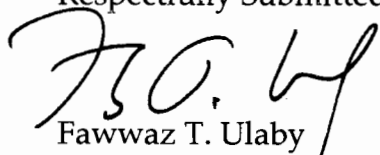
The Office of Technology Transfer has negotiated and finalized the terms of an amendment to the existing world-wide exclusive license agreement for patents related to the above-referenced UM OTT File Nos.

GMP will obtain use and commercialization rights to the above listed University technology.

Recommendations:

This matter has been reviewed and approved by the OVPR Conflict of Interest Review Committee. 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 GMP.

Respectfully Submitted,


Fawwaz T. Ulaby
Vice President for Research

December 2005