

THE UNIVERSITY OF MICHIGAN  
REGENTS COMMUNICATION

ACTION REQUEST

Subject: License Agreement between the University of Michigan and Cor-Dx 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 and the UMOR Conflict of Interest Review Committee. A plan for management of the possible risks associated with the conflict of interest was then developed and approved by this Board and Committee 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 Professors Grant Kruger, Hakan Oral, and Omer Berenfeld, are employees of the University of Michigan (“University”) and partial owners of Cor-Dx LLC. The law permits such an Agreement provided it is disclosed to the Board of Regents (“Regents”) of the University of Michigan and approved in advance by a 2/3 vote.

Background:

Grant Kruger, PhD, an Associate Research Scientist in the Department of Mechanical Engineering, Hakan Oral, MD, a Professor in the Department of Internal Medicine - Cardiology, and Omer Berenfeld, PhD, a Professor in the Department of Internal Medicine - Cardiology, are partial owners of a for-profit company called Cor-Dx LLC (the “Company”). The Company was formed recently to commercialize algorithms and systems to detect atrial fibrillation and desires to license from the University of Michigan the University’s rights associated with the following technologies:

UM OTT File No. 4633, entitled: “Algorithm and Device to Detect and Differentiate AF from Other Arrhythmias” (Inventors: Hakan Oral, Omer Berenfeld, Li Han, Grant Kruger)

UM OTT File No. 6066, entitled: “Injectable Device and System for Heart Rhythm and Other Physiologic Monitoring” (Inventors: Grant Kruger, Hakan Oral, Omer Berenfeld)

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 Cor-Dx 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 may receive equity in the Company, along with the right to purchase more equity.

The University will retain ownership of the licensed 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 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 Drs. Kruger, Oral, and Berenfeld arise from their ownership interest in Cor-Dx 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. 4633 and 6066 for all fields of use. Cor-Dx 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 and the UMOR 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 Agreement between the University and Cor-Dx LLC.

Respectfully submitted,



Rebecca Cunningham  
Interim Vice President for Research

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