

**THE UNIVERSITY OF MICHIGAN
REGENTS COMMUNICATION**

ACTION REQUEST

Subject: Technology Transfer Agreements with the University of Michigan

Action Requested: Approval of Technology Transfer Agreements

Preamble:

Statutory conflicts of interest situations were identified by the Office of Technology Transfer (“OTT”) while reviewing technology transfer 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 technology transfer 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. OTT 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:

OTT has negotiated and finalized the terms of the option, license, or reassignment agreements for patents, technology, or content related to University OTT files 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 'Rebecca Cunningham'.

Rebecca Cunningham
Vice President for Research

December 2021

Attachment A

Agreement #1

**License Agreement between the University and GeneToBe LLC
Reviewed by the Medical School Conflict of Interest Board**

Office of Technology Transfer Intellectual Property File Information

Number	Title	Inventors
2018-465	mi-CRISPR for Genome Editing	Yuqing Chen, Jifeng, Zhang, Jie Xu, Dongshan Yang
2021-046	Fusion Peptides for Improvement of Genome Editing	Yuqing Chen, Jifeng, Zhang, Jie Xu, Dongshan Yang, Linyuan Ma

Background

GeneToBe LLC was formed to commercialize technology on sodium glucose co-transporter (SGLT) inhibitors to treat pulmonary diseases and desires to license the University's rights associated with the technology listed above.

Net Effects

- Worldwide exclusive
- Patents
- All fields of use except research tools
- Right to commercialize

Agreement Terms

GeneToBe LLC will:

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

The University will:

- Receive equity in GeneToBe LLC
- Retain the right to purchase more equity GeneToBe LLC
- Receive equity through a prior license with GeneToBe LLC

University Employee; University Title; Relationship with GeneToBe LLC

- Yuqing Chen; Professor, Internal Medicine-Cardiovascular Medicine; Partial Owner
- Jie Xu; Research Associate Professor, Internal Medicine; Partial Owner

Agreement #2

**License Agreement between the University and IGYM L.L.C.
Reviewed by the UMOR Conflict of Interest Review Committee**

Office of Technology Transfer Intellectual Property File Information

Number	Title	Inventors
2019-207	Projection Based Augmented Reality System for Inclusive Recreational Sports	Roland Graf, Hun Seok Kim, Sun Young Park

Background

IGYM L.L.C. was formed to develop, sell, and install hardware and software based inclusive augmented reality games and room-sized interactive systems that remove physical and social barriers to play 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

IGYM L.L.C. will:

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

The University will:

- Receive equity in IGYM L.L.C.
- Retain the right to purchase more equity in IGYM L.L.C.

University Employee; University Title; Relationship with IGYM L.L.C.

- Roland Graf; Associate Professor, Art and Design; Partial Owner

Agreement #3

**License Agreement between the University and NOTA Laboratories LLC
Reviewed by the Medical School Conflict of Interest Board and the UMOR Conflict of Interest Review Committee**

Office of Technology Transfer Intellectual Property File Information

Number	Title	Inventors
7304	Electrochemical Nitric Oxide Generation for Inhalation Therapy	Mark Meyerhoff, Andrew Paul Hunt, Nicolai Lehnert, Elizabeth J. Brisbois, Yu Qin, Hang Ren
2018-433	Photolytic Generation of Nitric Oxide from Solid Phase Nitric Oxide Donor into Gas Phase for Inhalation Therapy	Mark Meyerhoff, Steven P. Schwendeman, Gergely Lautner, Elizabeth J. Brisbois, Blake Stringer

Background

NOTA Laboratories LLC was formed to commercialize Nitric Oxide releasing technologies and desires to license the University's rights associated with the technology listed above.

Net Effects

- Worldwide exclusive for 2018-433
- Worldwide excluding China and Hong Kong for 7304
- Patents
- All fields of use
- Right to commercialize

Agreement Terms

NOTA Laboratories LLC will:

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

The University will:

- Receive equity in NOTA Laboratories LLC
- Retain the right to purchase more equity in NOTA Laboratories LLC

University Employee; University Title; Relationship with NOTA Laboratories LLC

- Marc Hershenson; Professor, Pediatrics and Communicable Diseases; Partial Owner
- Joan Keiser; Prof Misc (Temp), Precision Health Initiative; Board of Directors Member
- Mark Meyerhoff; Professor, Chemistry; Partial Owner
- Mark Zacharek; Clinical Professor, Otorhinolaryngology; Partial Owner

Agreement #4

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

Office of Technology Transfer Intellectual Property File Information

Number	Title	Inventors
2018-426	Compositions and Methods for Delivery of STING Agonists	James J. Moon, Xiaoqi Sun
2021-122	Novel STING Agonist Formulations for Immune Activation	James J. Moon, Xiaoqi Sun, Kyung Soo Park, Xuehui Huang

Background

Saros Therapeutics, Inc. was formed to commercialize stimulator of interferon genes (STING) agonist technology and desires to option the University's rights associated with the technology listed above.

Net Effects

- Worldwide exclusive option
- Patents
- All fields of use
- Evaluation rights

Agreement Terms

Saros Therapeutics, Inc. will:

- Pay an upfront fee
- Pay an on-going patent cost

The University will:

- Receive equity in Saros Therapeutics, Inc.

University Employee; University Title; Relationship with Saros Therapeutics, Inc.

- James Moon; Professor, Pharmaceutical Sciences; Partial Owner