

THE UNIVERSITY OF MICHIGAN

REGENTS COMMUNICATION

Approved by the Regents

January 21, 2010

ACTION REQUEST

Subject: Non-Disclosure Agreement between the University of Michigan and Tissue Regenerative Systems, Inc.

Action Requested: Approval of Non-Disclosure Agreement

Preamble:

A statutory conflict of interest situation was identified by the Office of Technology Transfer while reviewing the technology transfer agreement. This 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 and approved by this Committee and agreed to by the parties involved.

This proposed non-disclosure agreement ("Agreement") falls under the State of Michigan Conflict of Interest Statute because Drs. Scott Hollister, Frank LaMarca, Stephen Feinberg, Suman Das, and Chia-Ying Lin are all an employees of the University of Michigan ("University") and are partial owners of Tissue Regenerative Systems, Inc. ("Company"). 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:

Dr. Scott Hollister, an Associate Professor in the Departments of Biomedical Engineering and Mechanical Engineering in the College of Engineering and Associate Professor of Surgery in the Medical School, Dr. Frank LaMarca, a Clinical Assistant Professor in Neurosurgery, Dr. Stephen Feinberg, a Professor in Oral and Maxillofacial Surgery, Dr. Suman Das, an Assistant Professor in Mechanical Engineering, and Dr. Chia-Ying Lin, a Research Assistant Professor in Neurosurgery, are all partial owners of a for-profit company called Tissue Regenerative Systems, Inc. The Company was formed to commercialize regenerative tissue engineering and has licensed a number of technologies from the University. The Company wishes to evaluate new technologies being developed at the University and will, therefore, enter into a non-disclosure agreement to maintain the information provided to them as confidential.

Parties to the Agreement:

The Regents of the University of Michigan and Tissue Regenerative Systems, Inc.

Non-Disclosure Agreement Terms:

Agreement terms provide for how the information is disclosed to the parties, who may review the information at both parties and for what purposes the information may be used.

Pecuniary Interest:

The pecuniary interests of Drs. Hollister, LaMarca, Feinberg, Das, and Lin arise from their ownership interest in the Company.

Net Effect:

The Office of Technology Transfer has negotiated and finalized the terms of a non-disclosure agreement. The Company will review the information to determine whether or not it wishes to pursue further collaboration or licensing on the 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 Agreement between the University and Tissue Regenerative Systems, Inc.

Respectfully Submitted,



Stephen R. Forrest
Vice President for Research

January 2010