

ACTION REQUEST

Subject: Material Transfer Agreement between the University of Michigan and PhasiQ, Inc.

Action Requested: Approval of Material Transfer 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 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 Committee and agreed to by the parties involved in this plan.

This proposed material transfer agreement ("Agreement") falls under the State of Michigan Conflict of Interest Statute because Professor Shuichi Takayama is both an employee of the University of Michigan ("University") and a partial owner of PhasiQ, Inc. 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:

Dr. Shuichi Takayama, a Professor in the Department of Biomedical Engineering, is the partial owner of a for-profit company called PhasiQ, Inc. (the "Company"). The Company was formed to commercialize microplate technology for immunoassay multiplexing and desires to provide to Dr. Shuichi Takayama's laboratory in the Department of Biomedical Engineering at the University of Michigan certain dimpled microplates for determining their effectiveness and utility in droplet rehydration dynamics and immunoassays.

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 principles for material transfer.

Parties to the Agreement:

The Regents of the University of Michigan and PhasiQ, Inc.

Agreement Terms Include:

Material transfer agreement terms include granting the University the right to use the materials for the above-referenced purpose. The University will not provide the materials to any third party and will provide all the results to the Company.

The Company will retain ownership of the materials. 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. 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 Dr. Shuichi Takayama arise from his ownership interest in PhasiQ Inc.

Net Effect:

The Office of Technology Transfer has negotiated and finalized the terms of a material transfer agreement related to UM UFA No. 15-UFA00499 for University's internal research use.

Recommendations:

This matter has been reviewed and approved by 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 PhasiQ, Inc.

Respectfully submitted,



S. Jack Hu
Interim Vice President for Research

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