

THE UNIVERSITY OF MICHIGAN

REGENTS COMMUNICATION

Approved by the Regents

May 14, 2009

ACTION REQUEST

Subject: Non-Disclosure Agreement between the University of Michigan and OncoMed Pharmaceuticals, 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 Medical School Conflict of Interest Board. A plan for management of the possible risks associated with the conflict of interest was then developed by this Board and agreed to by the parties involved.

This proposed non-disclosure agreement ("Agreement") falls under the State of Michigan Conflict of Interest Statute because Professors Max Wicha and Sean Morrison are both employees of the University of Michigan ("University") and partial owners of OncoMed Pharmaceuticals, Inc. ("OncoMed"). 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. Wicha, Professor in Internal Medicine and Director, UM Cancer Center, and Dr. Morrison, Professor in Internal Medicine, Professor of Cell and Developmental Biology, Research Professor of Molecular and Behavioral Neuroscience Institute, Medical School and Research Professor, Life Science Institute, are partial owners of a for-profit company called OncoMed. In addition, Dr. Wicha is a member of the Scientific Advisory Board for OncoMed.

OncoMed was formed in 2001 and licensed a number of technologies from the University in the area of cancer stem cell technology. OncoMed has entered into a business partnership with GlaxoSmithKline ("GSK") for which the business details need to be disclosed to the University as part of OncoMed's obligation through its license.

Parties to the Agreement:

The Regents of the University of Michigan and OncoMed Pharmaceuticals, Inc.

Non-Disclosure Agreement Terms:

Agreement terms require the University to maintain the information disclosed by OncoMed as confidential until 10 years after the expiration or termination of the business partnership with GSK.

Pecuniary Interest:

The pecuniary interests of Dr. Max Wicha and Dr. Sean Morrison arise from their ownership interest in OncoMed.

Net Effect:

The Office of Technology Transfer has negotiated and finalized the terms of a non-disclosure agreement with OncoMed. This agreement will enable OncoMed to report certain confidential business and financial terms to the University.

Recommendations:

This matter has been reviewed and approved by the Medical School Conflict of Interest Board. 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 OncoMed Pharmaceuticals, Inc.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read "Stephen R. Forrest", with a long horizontal flourish extending to the right.

Stephen R. Forrest
Vice President for Research

May 2009