

ACTION REQUEST

Subject: Software Evaluation Agreement between the University of Michigan and ImBio, LLC

Action Requested: Approval of Software Evaluation 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. A plan for management of the possible risks associated with the conflict of interest was then developed and approved by this Board and agreed to by the parties involved in this plan.

This proposed software evaluation agreement ("Agreement") falls under the State of Michigan Conflict of Interest Statute because Professors Brian Ross and Alnawaz Rehemtulla are both employees of the University of Michigan ("University") and partial owners of ImBio, LLC. 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. Brian D. Ross, a Professor of Radiological Sciences, Department of Radiology and a Professor of Biological Chemistry, Medical School, and Dr. Alnawaz Rehemtulla, a Professor of Radiation Oncology and Radiology, Medical School, are the partial owners of a for-profit company called ImBio, LLC (the "Company"). The Company was formed to commercialize software and reagents useful in molecular resonance imaging diagnosis of human pathologies and has licensed a number of technologies from the University. The Company wishes to evaluate software from the University of Michigan associated with the following technology prior to deciding if it wants to obtain a license:

UM OTT File No. 5309, entitled: "Independent C-code Registration Algorithm Derived from MIAMI-Fuse (Charles Meyer, Jennifer Boes, Brian Ross)

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 ImBio, LLC.

Agreement Terms Include:

Agreement terms include granting the Company a non-exclusive, royalty-free license for a limited time period to use the software solely to evaluate, modify, and test the software. The University will retain ownership of the licensed technology and may continue to further develop it and use it 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 Dr. Ross and Dr. Rehemtulla arise from their ownership interest in ImBio, LLC.

Net Effect:

The Office of Technology Transfer has negotiated and finalized the terms of a software evaluation agreement for software related to UM OTT File No. 5309.

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 Software Evaluation Agreement between the University and ImBio, LLC.

Respectfully submitted,



Stephen R. Forrest
Vice President for Research

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