

THE UNIVERSITY OF MICHIGAN

REGENTS COMMUNICATION

Approved by the Regents

ACTION REQUEST

September 20, 2007

Subject: Non-Disclosure Agreement between the University of Michigan and SensiGen, LLC

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 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 Professor David Kurnit is both an employee of the University of Michigan ("University") and a partial owner, director and officer of SensiGen, 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. David Kurnit is a Professor in the Departments of Pediatrics & Communicable Diseases and Human Genetics in the Medical School and is the partial owner, director and officer of a for-profit company called SensiGen, LLC ("SensiGen"). SensiGen was formed to commercialize advanced technologies to enable early detection of diseases. To date, SensiGen has licensed a number of UM technologies and now desires to enter into additional discussions with UM which requires certain confidential information of both parties to be maintained as confidential.

Parties to the Agreement:

The Regents of the University of Michigan and SensiGen, LLC

Non-Disclosure Terms:

Agreement terms include granting SensiGen the ability to review certain confidential information for a defined period of time. The University will retain ownership of the disclosed technology and information 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. 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 interest of Dr. Kurnit arises from his ownership interest in SensiGen.

Net Effect:

The Office of Technology Transfer has negotiated and finalized the terms of a non-disclosure agreement for patents and information related to UM OTT File Nos. 1758, 2909, 3115, and 3706.

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 Non-Disclosure Agreement between the University and SensiGen, LLC.

Respectfully Submitted,

A handwritten signature in cursive script, appearing to read "Stephen R. Forrest". The signature is written in black ink and is positioned above the printed name and title.

Stephen R. Forrest
Vice President for Research

September 2007