

ACTION REQUEST

Subject: License Agreement between the University of Michigan and FreezerNanny LP

Action Requested: Approval of License 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 license agreement (“Agreement”) falls under the State of Michigan Conflict of Interest Statute because Mr. Manhong Dai, Mr. Tom Dixon, Dr. Fan Meng, and Ms. Ruth Freedman are all employees of the University of Michigan (“University”) and partial owners of FreezerNanny LP. 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:

Mr. Manhong Dai, Data Architech Lead in the Molecular & Behavioral Neuroscience Institute, Mr. Tom Dixon, Facilities Coordinator in the Molecular & Behavioral Neuroscience Institute, Fan Meng, PhD, a Research Associate Professor in Psychiatry and the Molecular & Behavioral Neuroscience Institute, and Ms. Ruth Freedman, Chief Department Administrator in the Molecular & Behavioral Neuroscience Institute, are the partial owners of a for-profit company called FreezerNanny LP (the “Company”). The Company was formed recently to commercialize freezer monitor systems and desires to license from the University of Michigan the University’s rights associated with the following technology:

UM OTT File No. 6554, entitled: “Freezer Monitor System” (Inventor: Manhong Dai)

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 FreezerNanny LP

Agreement Terms Include:

Agreement terms include granting the Company an exclusive license. The Company will pay a fee based on a sales milestone and a fee upon a company liquidation event.

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 Mr. Manhong Dai, Mr. Tom Dixon, Dr. Fan Meng, and Ms. Ruth Freedman arise from their ownership interest in FreezerNanny LP.

Net Effect:

The Office of Technology Transfer has negotiated and finalized the terms of a worldwide exclusive license agreement for prototypes and design documentation related to UM OTT File No. 6554 for all fields of use. FreezerNanny LP will obtain use and commercialization rights to the above listed University technology.

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 FreezerNanny LP.

Respectfully submitted,



S. Jack Hu
Interim Vice President for Research

October 2015