

ACTION REQUEST

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

Action Requested: Approval of License Assignment

Preamble:

A statutory conflict of interest situation was identified by the Office of Technology Transfer while reviewing the technology transfer agreement, which 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 license assignment ("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 are principal owners and managers 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, Professor in the Departments of Radiology and Biological Chemistry in the Medical School, and Dr. Alnawaz Rehemtulla, Professor in the Department of Radiation Oncology in the Medical School are the principal owners of MIRROR, Inc. ("MIRROR"), a software start-up company incorporated in the state of Nevada. They now wish to transfer all of the assets in MIRROR, including certain licensed technologies obtained from the University of Michigan, to ImBio, LLC, a new Ann Arbor start-up. The licensed University technologies are:

UM File No. 1297, entitled: "Mutual Information for Automatic Multimodal Image Fusion (MIAMI FUSE)." Inventors: Charles Meyer, Payton Bland, and Boklye Kim. Licensed to MIRROR on April 4, 2005.

UM File No. 1817, entitled: "Diffusion Magnetic Resonance Imaging." Inventors: Thomas Chenevert, Brian Ross, Alnawaz Rehemtulla. Licensed to MIRROR on April 4, 2005.

Parties to the Agreement:

The Regents of the University of Michigan and ImBio, LLC

License Terms:

ImBio, LLC will agree in writing to accept all of the terms and conditions of the prior MIRROR license agreement.

Pecuniary Interest:

The pecuniary interests of Drs. Ross and Rehentulla arise from their ownership in the company. They have both waived any personal participation in the sharing of funds received by the University from MIRROR, Inc. as a result of this License Agreement, and will also waive any personal participation in the sharing of funds received by the University from ImBio, LLC as a result of this Agreement.

Net Effect:

The prior UM licenses to MIRROR will be assigned to ImBio, LLC under the same terms so that ImBio can use and commercialize the above listed University technologies.

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 ImBio, LLC.

Respectfully Submitted,



Stephen R. Forrest
Vice President for Research

December 2006