

THE UNIVERSITY OF MICHIGAN
REGENTS COMMUNICATION

ACTION REQUEST

Subject: Commercialization Agreements with the University of Michigan

Action Requested: Approval of Commercialization Agreements

Preamble:

Statutory conflicts of interest situations were identified by Innovation Partnerships while reviewing commercialization agreements that then triggered a review by the Medical School Conflict of Interest Board and/or the UMOR Conflict of Interest Review Committee. Plans for management of the possible risks associated with the conflicts of interest will be developed and approved by the Board and/or Committee and may require agreement by the parties involved.

These proposed commercialization agreements (“Agreements”) fall under the State of Michigan Conflict of Interest Statute because employees of the University of Michigan (“University”) have outside activities, relationships, or interests in the companies described in Attachment A. The law permits such Agreements provided they are disclosed to the Board of Regents (“Regents”) of the University and approved in advance by a 2/3 vote.

Background:

These companies were formed to commercialize University technologies and desire to option, license, or reassign the University’s rights associated with them. Innovation Partnerships selected these companies as University partners and negotiated the terms of the proposed agreements in accordance with University policy and its accepted licensing principles.

Agreement Terms Include:

The University will retain ownership of the optioned, licensed, or reassigned technologies and may continue to further develop and use them internally. No use of University services or facilities, nor any assignment of University employees, is obligated or contemplated under the Agreements. Standard disclaimers of warranties and indemnification apply, and the Agreements 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. Terms specific to each Agreement are described in Attachment A.

Net Effect:

Innovation Partnerships has negotiated and finalized the terms of the option, license, or reassignment agreements for patents, technology, or content related to University technologies for particular fields of use. The companies will obtain the right to evaluate, use, and/or commercialize the University technologies. The net effects specific to each Agreement are described in Attachment A.

Recommendations:

These matters have been reviewed and approved by the Medical School Conflict of Interest Board and/or the UMOR Conflict of Interest Review Committee. In light of this disclosure and our finding that the Agreements were negotiated in conformance with standard University practices, I recommend that the Board of Regents approve the Agreements between the University and the companies outlined in Attachment A.

Respectfully submitted,



Rebecca Cunningham
Vice President for Research and Innovation

December 2023

Attachment A

Agreement #1

**License Agreement between the University and GeneToBe Inc.
Reviewed by the Medical School Conflict of Interest Board**

Innovation Partnerships Intellectual Property File Information

Number	Title	Inventors
2024-186	USH2A and USH3A rabbits	Yuqing Chen, Dongshan Yang, Jifeng Zhang, Jie Xu

Background

GeneToBe Inc. was formed to commercialize gene editing technology and desires to license the University's rights associated with the technology listed above.

Net Effects

- Worldwide exclusive
- Animal model
- For research tool and contracted services use
- Right to commercialize

Agreement Terms

GeneToBe Inc. will:

- Obtain the right to grant sublicenses
- Pay a royalty on sales
- Reimburse patent costs
- Pay an upfront fee

University Employee; University Title; Relationship with GeneToBe Inc.

- Yuqing Chen; Professor, Cardiovascular Medicine; Partial Owner
- Jie Xu; Research Associate Professor, Internal Medicine-Cardiology; Partial Owner

Agreement #2

**License Agreement between the University and Health Technology Innovations, LLC
Reviewed by the Medical School Conflict of Interest Board**

Innovation Partnerships Intellectual Property File Information

Number	Title	Inventors
7323	Synonyms List for the Electronic Medical Record Search Engine (EMERSE)	David Hanauer

Background

Health Technology Innovations, LLC was formed to commercialize and actively market, sell and support the use of this database for medical based solutions including embedded applications, training of relevant machine learning and artificial intelligence applications and continued services and support of each, and desires to license the University's rights associated with the technology listed above.

Net Effects

- Worldwide exclusive
- Copyrights
- All fields of use
- Right to commercialize

Agreement Terms

Health Technology Innovations, LLC will:

- Obtain the right to grant sublicenses
- Pay a royalty on sales

The University may:

- Receive equity in Health Technology Innovations, LLC
- Retain the right to purchase more equity in Health Technology Innovations, LLC

University Employee; University Title; Relationship with Health Technology Innovations, LLC

- David Hanauer; Clinical Associate Professor, Learning Health Sciences; Owner

Agreement #3

**License Agreement between the University and Lumetec Inc.
Reviewed by the UMOR Conflict of Interest Review Committee**

Innovation Partnerships Intellectual Property File Information

Number	Title	Inventors
2023-543	CO2 bubble detection	Zack Spica, Corentin Caudron
2024-126	Oceanic Internal gravity wave monitoring with SoP	Zack Spica, Jorge Castellanos, Valey Kamalov

Background

Lumetec Inc. was formed to commercialize telecom fiber-optic sensing and diagnostic technologies and desires to license the University's rights associated with the technology listed above.

Net Effects

- Worldwide exclusive
- Patents and copyrights
- All fields of use
- Right to commercialize

Agreement Terms

Lumetec Inc. will:

- Obtain the right to grant sublicenses
- Pay a royalty on sales
- Reimburse patent costs

The University will:

- Receive equity in Lumetec Inc.

The University may:

- Retain the right to purchase more equity in Lumetec Inc.

University Employee; University Title; Relationship with Lumetec Inc.

- Zack Spica; Assistant Professor, Earth and Environmental Sciences; Partial Owner

Agreement #4

**License Agreement between the University and Prevada Medical, Inc.
Reviewed by the Medical School Conflict of Interest Board**

Innovation Partnerships Intellectual Property File Information

Number	Title	Inventors
6329	Prevention of Ventilator Associated Pneumonia	Kevin Ward, Cindy Munro, Rao Ivatury, Bruce Spiess, Laurence Dinardo, Curtis Sessler, Mary Jo Grap
2018-334	Long Lasting Antimicrobial Surfaces Based on the Crosslinking of Natural Oils Within Polymer Networks	J Scott VanEpps, Geeta Mehta, Anish Tuteja, Sarah Snyder, Abhishek Dhyani, Kevin Golovin

Background

Prevada Medical, Inc. was formed to develop and commercialize medical device solutions to prevent hospital acquired infection, particularly ventilator-associated pneumonia, and desires to license the University’s rights associated with the technology listed above.

Net Effects

- Worldwide exclusive
- Patents
- All fields of use for 6329
- Currently field specific (medical device prevention/mitigation of infection from mechanical ventilation) for 2018-334 with the potential for additional fields of use in the future
- Right to commercialize

Agreement Terms

Prevada Medical, Inc. will:

- Obtain the right to grant sublicenses
- Pay a royalty on sales
- Reimburse patent costs

The University will:

- Receive equity in Prevada Medical, Inc.

The University may:

- Retain the right to purchase more equity in Prevada Medical, Inc.

University Employee; University Title; Relationship with Prevada Medical, Inc.

- Kevin Ward; Professor, Emergency Medicine; Partial Owner