

THE UNIVERSITY OF MICHIGAN

REGENTS COMMUNICATION

Approved by the Regents
July 17, 2008

ACTION REQUEST

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

Action Requested: Authorization to enter into Agreement

Preamble:

A statutory conflict of interest situation was identified by the Division of Research, Development and Administration while reviewing the material 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 and approved by this Board and agreed to by the parties involved.

This proposed agreement ("Agreement") falls under the State of Michigan Conflict of Interest Statute because Prof. Brian D. Ross and Prof. Alnawz Rehemtulla, are both employees of the University of Michigan and Co-Founders with equity, Directors and Officers 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 is an Associate Professor in the Departments of Radiology and Biological Chemistry. Dr. Alnawz Rehemtulla is an Associate Professor in the Department of Radiation Oncology. Licenses with ImBio, LLC have previously been reviewed by the Medical School Conflict of Interest Board.

ImBio, LLC, is involved in developing products useful in drug discovery programs related to apoptosis as well as novel peptide-reporter compounds. ImBio wishes to enter into a MTA with the University to transfer de-identified clinical magnetic resonance images of patients with tumors to ImBio for use in a research project.

Parties to the Agreement:

The Regents of the University of Michigan and ImBio, LLC.

Agreement Terms Include:

Agreement terms include approving the transfer of de-identified clinical magnetic resonance images of patients with tumors to ImBio for research relating to its use in the development and evaluation of computer software algorithms for the purpose of treatment response assessment. 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 interests of Drs. Ross and Rehemtulla arise from their ownership interest in ImBio.


Net Effect:

The Division of Research Development and Administration has negotiated and finalized the terms of a materials transfer agreement that will support an effort by Drs. Ross and Rehemtulla to collaborate with ImBio to develop and evaluate computer software algorithms for the purpose of treatment response assessment.

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,

A handwritten signature in cursive script, appearing to read "Stephen R. Forrest".

Stephen R. Forrest
Vice President for Research

July 2008