

THE UNIVERSITY OF MICHIGAN

REGENTS COMMUNICATION

Approved by the Regents
July 21, 2011

ACTION REQUEST

Subject: Subcontract Agreement between the University of Michigan and 3D Biomatrix, 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 Proposal Approval Form which then triggered a review by the OVPR Conflict of Interest Review Committee. A plan for management of the possible risks associated with the conflicts of interest was then developed and approved by the Committee and agreed to by the parties involved.

This proposed agreement (Agreement) falls under the State of Michigan Conflict of Interest Statute because Dr. Shuichi Takayama is an employee of the University of Michigan ("University") and is a Member of the Scientific Advisory Board of a for profit company, 3D Biomatrix, LLC ("Company"), and Dr. Nicholas Kotov is an employee of the University and is Founder, Chief Technology Officer, and a member of the Board of Directors of Company. 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.

Background:

Shuichi Takayama, Professor of Biomedical Engineering and Professor of Macromolecular Science and Engineering, is a member of the Scientific Advisory Board of Company, and will act as Principal Investigator for the work to be done at the University in support of an NIH funded project under the STTR program entitled: "High Throughput 3D Cell Assay for Metastatic Prostate Cancer" ("Proposed Project"). Edward Jan has no affiliation with University and will act as Project Director for Company for the Proposed Project. Dr. Nicholas Kotov, Professor of Chemical Engineering, is also Founder, Chief Technology Officer, and member of the Board of Directors of Company. Dr. Kotov will have no role in the work at the University, and will have no role in the work at Company under the Proposed Project.

Nature of the Agreement:

The Company would like to subcontract a portion of the work under this contract to the University, pursuant to University Proposal No. 11-PAF05200, entitled: "High Throughput 3D Cell Assay for Metastatic Prostate Cancer," a NIH funded project under the STTR program. The University's conduct of this work will be under the direction of Dr. Takayama as Principal Investigator.

Agreement Terms:

The terms the Agreement will conform to University policies, including those related to intellectual property and publication. Under the project, a total funding of \$99,900 is anticipated to cover a period of twelve months.

Impact of the Agreement:

The Agreement will enable the University to participate in important research in the area of high throughput metastatic PCa microtissue engineering to aid drug screening for potential metastatic prostate cancer treatments. It also provides for collaboration between the College of Engineering and a Michigan start-up company.

Recommendation:

This matter has been reviewed and approved by the OVPR Conflict of Interest Review Committee. In light of this disclosure made in this document and our finding that the agreement was negotiated in conformance with standard University practices, I recommend that the Board of Regents approve of the University's entering into this Agreement with 3D Biomatrix LLC.

Respectfully submitted,



Stephen R. Forrest
Vice President for Research

July 2011