

THE UNIVERSITY OF MICHIGAN
REGENTS COMMUNICATION

Approved by the
Regents
November 21,
2013

ACTION REQUEST

Subject: Material Transfer Agreement between the University of Michigan and Cardiavent, Inc.

Action Requested: Authorization to enter into Agreement

Preamble:

A statutory conflict of interest situation was identified by the Office of Research and Sponsored Projects while reviewing a Material Transfer Form. This 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 material transfer agreement ("Agreement") falls under the State of Michigan Conflict of Interest Statute because Professor Simpson is an employee of the University and the owner, President and Chief Executive Officer of Cardiavent, Inc. 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. Robert U. Simpson, Professor in the Department of Pharmacology, Medical School, is a partial owner of Cardiavent, Inc., a company that was formed to commercialize a therapeutic Vitamin D analogue for the treatment of cardiovascular diseases. He is also an inventor of several University optioned technologies that may be used to facilitate use of the compounds and will be considered for any share of the revenue received by the University.

Nature of the Agreement:

The Company seeks to enter into a Material Transfer Agreement with the University for the purpose of providing proprietary compounds to enable studies, under the direction of Dr. Simpson, to determine the efficacy of each compound to affect levels and activities of cell products such as blood calcium, blood cytokines [e.g. TGFs,] and blood hormones [e.g. calcitriol], enzymes [e.g. cytochrome P450s, blood renin].

Agreement Terms:

The terms of the Agreement conform to University policy. The Agreement may be modified to include additional compounds that are memorialized in addenda to the Agreement upon mutual agreement of the parties. University procedures

for approval of these changes will be followed and additional conflict of interest review will be done as appropriate.

Impact of the Agreement:

The Agreement will support an effort by Dr. Simpson to further explore and develop methods of use of the proprietary compounds using patented University technology.

Recommendation:

This Agreement has been reviewed and approved by the Medical School Conflict of Interest Board. In light of the 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 Cardiavent, Inc.

Respectfully submitted,

A handwritten signature in cursive script that reads "Stephen R. Forrest".

Stephen R. Forrest
Vice President for Research

November 2013