

SUBMITTED BY: EZEMENARI M. OBASI, PH.D., VICE PRESIDENT FOR RESEARCH & INNOVATION

**UNIVERSITY CONTRACT TO LICENSE TECHNOLOGY TO
A COMPANY OWNED BY A SCHOOL OF MEDICINE
FACULTY**

RECOMMENDATION

The Administration recommends that the Board of Governors authorize the President or her designee to enter into an option with NCNS Therapeutics, LLC, a Michigan Limited Liability corporation for an exclusive option for an exclusive license for commercialization of the intellectual property encompassing the development of a therapeutic to treat neurodegenerative disease.

BACKGROUND

Dr. Alope Dutta, professor of pharmaceutical science in the Eugene Applebaum School of Pharmacy and Health Sciences at Wayne State University, has developed therapeutics for treatment of neurodegenerative diseases, including Parkinson's Disease. The technology has been disclosed to the university and is described in a disclosure entitled "Neuroprotective Agents for Treatment of Neurodegenerative diseases," (Wayne State File #13-1140) and for which patent applications US 10,125,127 B2, US 10,874,669 B2, US 11,285,147 B2, EP 2925755 B1 have been filed by Wayne State University.

NCNS Therapeutics, LLC, incorporated in Michigan in 2014, was founded to develop and commercialize lead compounds indicated for Parkinson's and Alzheimer's diseases. Dr. Dutta is the founder, owner and Chief Executive Officer, respectively, of the company located at 440 Burroughs, Suite 135, Detroit, MI 48202.

Dr. Dutta has developed other therapeutics for the indications of PTSD and major depressive disorders, which are currently licensed to Tonix Therapeutics.

Michigan Conflict of Interest law requires specific sunshine procedures in order for a University employee, or a company owned by a university employee, to contract directly or indirectly with the university:

- (A) The employee must disclose any pecuniary interest in the contract to the Board and the disclosure must be made a matter of record in the Board's proceedings.
- (B) The contract must be approved by a vote of not less than two-thirds of the full membership of the Board in open session.
- (C) The Board's minutes must report:
 - (i) The name of each party involved in the contract.

- (ii) The terms of the contract, including duration, financial consideration between the parties, facilities or services of the public entity included in the contract, and the nature and degree of assignment of employees of the public entity for fulfillment of the contract.
- (iii) The nature of any pecuniary interest.

If the Board approves this Recommendation, the minutes will report as follows:

The Board of Governors authorized the President, or her designee, to enter into a contract with NCNS Therapeutics, LLC in which Alope Dutta, Ph.D. holds an equity position.

(i) The parties involved in the contract are Wayne State University and NCNS Therapeutics, LLC.

(ii) The contract will provide that:

(a) Scope: An option to acquire an exclusive, worldwide royalty bearing license.

(b) Duration: The term of the option shall be for twelve (12) months with the opportunity to extend for a further period of twelve (12) months upon payment of additional consideration.

(c) Financial Consideration: An initial option fee of \$2,000.

(d) No University employees are assigned in connection with the licensing contract.

(iii) Dr. Dutta's pecuniary interest consists of a current one hundred percent (100%) ownership of NCNS Therapeutics, LLC. Dr. Dutta will therefore have the potential to financially benefit from the commercial success of the company. Dr. Dutta has filed a Financial Conflict of Interest with the Office of Research Integrity.