


MICHIGAN STATE UNIVERSITY

May 15, 2023

MEMORANDUM

To: Committee on Audit, Risk and Compliance
From: Douglas A. Gage, Ph.D. 
Vice President for Research and Innovation
Subject: Approval of Contract Terms: *Advertent Biotherapeutics*

RECOMMENDATION

The Trustee Committee on Audit, Risk and Compliance recommends that the Board of Trustees approve a contract between Michigan State University and Advertent Biotherapeutics, a Michigan for-profit corporation, in which MSU Professor Erik Martinez-Hackert and his spouse hold a financial interest.

RESOLUTION

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves a license agreement with Advertent Biotherapeutics, consistent with earlier public notice and with a License Agreement Term Sheet now presented to the Board for inclusion in its minutes.

BACKGROUND

The terms of a license agreement are now presented for Board approval.

Dr. Erik Martinez-Hackert, an Associate Professor in the Department of Biochemistry and Molecular Biology, and his spouse, are co-founders, officers, have stocks in, and have stock options in Advertent Biotherapeutics. Dr. Martinez-Hackert is the Primary Investigator on a subcontract the university received from Advertent Biotherapeutics. Dr. Martinez-Hackert was not involved in the negotiations for this agreement. His spouse is the PI for the grant for Advertent Biotherapeutics. The study is currently a Phase I Small Business Innovation Research (SBIR) grant through the National Institutes of Health. Because it is in Phase I, the Conflict of Interest restrictions that normally accompany to federal grants are relaxed.

The attached License Agreement Term Sheet summarizes the agreement that MSU has negotiated with Advertent Biotherapeutics.

cc: Board of Trustees, S. Fletcher, T. Woodruff, B. Quinn, M. Woo, T. Jeitschko, N. Beauchamp, M. Zeig, J. Swartz, L. Kriser



Office of
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LICENSE AGREEMENT TERM SHEET

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| Party: | Advertent Biotherapeutics Inc |
| Project Description: | Exclusive license agreement , with the right to sublicense to "Novel therapy for reducing/preventing muscular fibrosis and fatty infiltration after rotator cuff injury", MSU TEC2019-0064, including US and foreign patent applications covering the invention. Also included is the proprietary biological material TGFBR2-Fc fusion protein. The parties may add or remove technologies under the agreement, including improvements generated under a separate sponsored research agreement, provided the change does not affect the financial consideration or the nature or extent of any pecuniary interest of MSU personnel. |
| Term: | The latter of the last to expire of the patent rights or 20 years from the effective date of the license agreement. |
| Financial Terms: | License issue fee of 5% equity; 3% royalty on net sales by licensee or sublicensee of products covered by a valid claim of a patent and 1% royalty on net sales by licensee or sublicensee of products based solely on the proprietary biological materials; a share of non-sales sublicensing revenue ranging between 4%-10%; beginning in 2027 through termination of the agreement, minimum annual royalties of \$50,000-\$200,000/year; milestone fees ranging from \$50,000 to \$1,000,000; reimbursement of patent expenses. |
| Services Provided: | By MSU to Advertent Biotherapeutics Inc: None By Advertent Biotherapeutics Inc to MSU: None |
| Use of University Facilities/Personnel: | None contemplated under this license agreement. |
| Organization Type and Domicile: | Michigan Corporation |
| Personnel Interest: | Dr. Erik Martinez-Hackert, Associate Professor of Biochemistry and Molecular Biology, College of Natural Science has an ownership interest of more than 1% of the company. |

MICHIGAN STATE
UNIVERSITY

May 31, 2023

MEMORANDUM

To: Committee on Audit, Risk and Compliance
From: Douglas A. Gage, Ph.D. *Douglas Gage*
Vice President for Research and Innovation
Subject: Approval of Contract Terms: *Akeila Bio, LLC*

RECOMMENDATION

The Trustee Committee on Audit, Risk and Compliance recommends that the Board of Trustees approve a contract between Michigan State University and Akeila Bio, LLC, a Michigan for-profit entity, in which MSU three MSU professors and their families hold a financial interest.

RESOLUTION

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves a service agreement amendment with Akeila Bio, consistent with earlier public notice and with a Option Agreement Amendment Term Sheet now presented to the Board for inclusion in its minutes.

BACKGROUND

The terms of a service agreement amendment are now presented for Board approval. The Board reviewed and approved the original Option Agreement in December 2022. The following has been amended with the new agreement a non-exclusive to an exclusive royalty bearing, world-wide license (including sublicensing rights) to the patents outlined below, the term was amended from twelve months and extendable for another twelve months to the latter of expiration or termination of the licensed patent or on the 20-year anniversary of the first commercial sale.

Dr. Edmund Ellsworth, Professor in the Department of Pharmacology and Toxicology, Dr. Karen Liby, Professor in the Department of Pharmacology and Toxicology, Dr. Ana Mendes Leal, Assistant Professor in the Department of Pharmacology and Toxicology, and members of their families, will own or have options to buy ownership interest of more than 1% of the company. All three also plan on working on the sponsored research on behalf of MSU. If the company receives a Phase II SBIR grant, the University will need to reevaluate the current management strategies.

The attached License Agreement Amendment Term Sheet summarizes the agreement that MSU has negotiated with Akeila Bio.

cc: Board of Trustees, S. Fletcher, T. Woodruff, B. Quinn, M. Woo, T. Jeitschko, N. Beauchamp, M. Zeig, J. Swartz, L. Kriser



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LICENSE AGREEMENT TERM SHEET

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| Party: | Akeila Bio, LLC |
| Project Description: | <p>First Amendment to Option Agreement executed on December 22,2022.</p> <p>The parties wish to append, a license termsheet with certain business and financial terms which will be incorporated in a license agreement between MSU and Akeila Bio, LLC, once the Option Agreement is exercised.</p> <p>The license agreement shall provide Akeila Bio, LLC an exclusive, royalty-bearing, world-wide license (including sublicensing rights) to the following patents:</p> <p>TEC2018-0088, "Retinoid X Receptor (RXR) agonists" TEC2023-0048, "Neurofibromatosis disorders"</p> <p>The parties may add or remove technologies under the agreement, including improvements generated under a separate sponsored research agreement, provided the change does not affect the financial consideration of the parties or the nature or extent of any pecuniary interest of MSU personnel.</p> |
| Term: | Latter of (i) expiration or termination of licensed patents or (ii) 20 year anniversary of the first commercial sale. |
| Financial Terms: | <p>(1) License Issue fee(s): Equity range 3-5% in Akeila Bio.</p> <p>(2) Royalties on net sales of the products, by Akeila Bio and sublicensees shall be 2.5%. A 50% royalty reduction shall apply in the absence of patent rights. Anti stacking clause will apply in the event Akeila Bio is required to license third party technology in order to practice MSU licensed technology.</p> <p>(3) Non royalty sublicense consideration in the range of 5% to 40%.</p> <p>(4) Each of the pre-and-post commercialization milestone payments will fall within the range of \$250,000 to \$10MM</p> <p>(5) Each of minimum annual royalty payments will fall within the range of \$20,000.00 to \$150,000.00.</p> |
| Services Provided: | By MSU to company: None By company to MSU: None |
| Use of University Facilities/Personnel: | None |

**Organization Type
and Domicile:**

LLC, Michigan Corporation

Personnel Interest:

Dr. Edmund Ellsworth, Professor in the Department of Pharmacology and Toxicology, Dr. Karen Liby, Professor in the Department of Pharmacology and Toxicology, Dr. Ana Mendes Leal, Assistant Professor in the Department of Pharmacology and Toxicology and embers of their families, will own or have options to buy ownership interest or more than 1% of the company.

MICHIGAN STATE
UNIVERSITY

May 15, 2023

MEMORANDUM

To: Committee on Audit, Risk and Compliance
From: Douglas A. Gage, Ph.D. *Douglas Gage*
Vice President for Research and Innovation
Subject: Approval of Contract Terms: *Environmental Protective Coatings, Inc.*
(dba SCOPS)

RECOMMENDATION

The Trustee Committee on Audit, Risk and Compliance recommends that the Board of Trustees approve a contract between Michigan State University and Environmental Protective Coatings, Inc., a Michigan limited liability company, in which MSU Professor Muhammad Rabnawaz holds a financial interest.

RESOLUTION

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves a license agreement with Environmental Protective Coatings, consistent with earlier public notice and with a License Agreement Term Sheet now presented to the Board for inclusion in its minutes.

BACKGROUND

The terms of a license agreement are now presented for Board approval. Dr. Rabnawaz is the science advisor to the Company. He has a 25% equity interest in Environmental Protective Coatings, Inc. The current value of each interest is less than \$5000. For MSU, Dr. Rabnawaz researches sustainable packaging systems and multifunctional coating systems. Dr. Rabnawaz provides feedback to these companies about commercializing MSU technologies. His feedback as an MSU employee could affect the potential value of either Company.

The attached License Agreement Term Sheet summarizes the agreement that MSU has negotiated with Environmental Protective Coatings, LLC.

cc: Board of Trustees, S. Fletcher, T. Woodruff, B. Quinn, M. Woo, T. Jeitschko, N. Beauchamp, M. Zeig, J. Swartz, L. Kriser



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LICENSE AGREEMENT TERM SHEET

| | |
|--|---|
| Party: | Environmental Protective Coatings, LLC (dba SCOPS) |
| Project Description: | MSU is licensing patent rights for omniphobic coatings, omniphobic materials and related manufacturing methods. |
| Term: | Life of the patents |
| Financial Terms: | MSU will obtain equity in the company, reimbursement of patent costs, and royalties on product sales. |
| Services Provided: | By MSU to company: None By company to MSU: None |
| Use of University Facilities/Personnel: | None |
| Organization Type and Domicile: | Michigan Limited Liability Corporation |
| Personnel Interest: | Dr. Rabnawaz, Associate Professor out of the Department of Packaging owns greater than 1% of Environmental Protective Coatings, LLC (dba SCOPS). |

MICHIGAN STATE UNIVERSITY

May 15, 2023

MEMORANDUM

To: Committee on Audit, Risk and Compliance
From: Douglas A. Gage, Ph.D. 
Vice President for Research and Innovation
Subject: Approval of Contract Terms: *Great Lakes Crystal Technologies Inc.*

RECOMMENDATION

The Trustee Committee on Audit, Risk and Compliance recommends that the Board of Trustees approve a contract between Michigan State University and Great Lakes Crystal Technologies Inc., a Delaware corporation, in which MSU Professor Timothy Grotjohn holds a financial interest.

RESOLUTION

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves a license agreement with Great Lakes Crystal Technologies Inc., consistent with earlier public notice and with a License Agreement Term Sheet now presented to the Board for inclusion in its minutes.

BACKGROUND

The terms of a license agreement are now presented for Board approval. Dr. Grotjohn is a tenured Professor in the Department of Electrical and Computer Engineering (ECE) and a co-founder, officer, equity holder, and technical advisor to GLCT. GLCT produces diamonds for electronic, detector, sensor, laser, x-ray and quantum mechanics. electronic, detector, sensor, laser, x-ray, and quantum mechanics diamonds

The attached License Agreement Term Sheet summarizes the agreement that MSU has negotiated with Great Lakes Crystal Technologies Inc.

cc: Board of Trustees, S. Fletcher, T. Woodruff, B. Quinn, M. Woo, T. Jeitschko, N. Beauchamp, M. Zeig, J. Swartz, L. Kriser



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LICENSE AGREEMENT TERM SHEET

Party: **Great Lakes Crystal Technologies Inc.**

IP Rights Description: Exclusive license to patent rights:

TEC2020-0028 "Laser Activated Luminescence System" - US17/973,610

TEC2007-0078 "Process and Apparatus for Diamond Synthesis" – US9,732,440 and US9,487,858

TEC2010-0076 "N-Doped Single Crystal Diamond Substrates and Methods Therefor" – US9,166,002

TEC2014-0115 "Methods and Apparatus for Microwave Plasma Assisted Chemical Vapor Deposition Reactors" – US10,494,719 and US16/700,046

TEC2015-0061 "Methods and Apparatus for Microwave Plasma Assisted Chemical Vapor Deposition Reactors" - US10/541,118

TEC2018-0100 "Methods for Forming Large Area Diamond Substrates" – US17/055,943 and Europe 19804078.4

TEC2010-0075 "Multicolored Single Crystal Diamond Gemstones and Methods for Forming the Same" – US9,277,792

TEC2008-0065 "Improved Microwave Plasma Reactors" – US8,316,797 and US8,668,962 and US9,139,909

TEC2011-0069 "Microwave Plasma Reactors" – US9,890,457

Non-Exclusive license to patent rights:

TEC2019-0089 "Distributed Current Low-Resistance Diamond Ohmic Contacts" – US11,222,956

TEC2020-0130 "Chemical Mechanical Polishing Method for Smoothing Diamond Utilizing a Ceramic Polishing Plate" – US17/922,728 and PCT/US2022/019476

Term: From the effective date of the license approval to expiration of Patent Rights.

Financial Terms: Up front payment of \$5,000.

Royalties of 4% based on product sales

Services Provided: By MSU to company: None

By company to MSU: None

Use of University Facilities/Personnel: **None**

Organization Type and Domicile: **Delaware Corporation**


Personnel Interest: Professor Timothy Grotjohn holds a greater than 1% interest in Great Lakes Crystal Technologies Inc.

The parties may add or remove technologies under the agreement, including improvements, provided the change does not affect the financial consideration of the parties or the nature or extent of any pecuniary interest of MSU personnel.

MICHIGAN STATE UNIVERSITY

May 15, 2023

MEMORANDUM

To: Committee on Audit, Risk and Compliance
From: Douglas A. Gage, Ph.D. 
Vice President for Research and Innovation
Subject: Approval of Contract Terms: *Targeted Alpha Therapeutics Inc.*

RECOMMENDATION

The Trustee Committee on Audit, Risk and Compliance recommends that the Board of Trustees approve a contract between Michigan State University and Targeted Alpha Therapeutics Inc., a Michigan corporation, in which MSU Professor Dr. Kurt Zinn holds a financial interest.

RESOLUTION

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves an option agreement with Targeted Alpha Therapeutics Inc., consistent with earlier public notice and with an Option Agreement Term Sheet now presented to the Board for inclusion in its minutes.

BACKGROUND

The terms of an option agreement are now presented for Board approval. Dr. Kurt Zinn is a tenured Professor in the Department of Radiology Human Medicine and a co-founder, officer, and equity holder of Targeted Alpha Therapeutics Inc.

The attached Option Agreement Term Sheet summarizes the agreement that MSU has negotiated with Targeted Alpha Therapeutics Inc.

cc: Board of Trustees, S. Fletcher, T. Woodruff, B. Quinn, M. Woo, T. Jeitschko, N. Beauchamp, M. Zeig, J. Swartz, L. Kriser



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OPTION AGREEMENT TERM SHEET


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| Party: | Targeted Alpha Therapeutics Inc. |
| Project Description: | Exclusive option agreement To patent rights to from TEC2023-0034, Patent application US 63/458,241 Filed 4/10/2023, |
| Term: | One year from July 1, 2023 to July 31, 2024 |
| Financial Terms: | Up-front payment of \$2,000 dollars. |
| Services Provided: | By MSU to company: None By company to MSU: None |
| Use of University Facilities/Personnel: | None |
| Organization Type and Domicile: | Michigan Corporation |
| Personnel Interest: | Professor Kurt Zinn holds a greater than 1% interest in Targeted Alpha Therapeutics Inc. |

The parties may add or remove technologies under the agreement, including improvements, provided the change does not affect the financial consideration of the parties or the nature or extent of any pecuniary interest of MSU personnel.

MICHIGAN STATE UNIVERSITY

May 15, 2023

MEMORANDUM

To: Committee on Audit, Risk and Compliance
From: Douglas A. Gage, Ph.D. 
Vice President for Research and Innovation
Subject: Approval of Contract Terms: Tarn Biosciences, Inc

RECOMMENDATION

The Trustee Committee on Audit, Risk and Compliance recommends that the Board of Trustees approve a contract between Michigan State University and *Tarn Biosciences, Inc.*, a Michigan C-Corp, in which MSU Professors Dr. Robert Abramovitch and Dr. Edmund Ellsworth hold a financial interest.

RESOLUTION

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves an option agreement with Tarn Biosciences, Inc consistent with earlier public notice and with an Option Agreement Term Sheet now presented to the Board for inclusion in its minutes.

BACKGROUND

The terms of an option agreement are now presented for Board approval. Dr. Robert Abramovitch is a tenured Associate Professor in the Department of Microbiology and Molecular Genetics and co-founder, and equity holder to Tarn Biosciences, Inc. Dr. Edmund Ellsworth is a tenured Professor in the Department of Pharmacology and Toxicology and co-founder and equity holder in Tarn Biosciences, Inc.

The attached Option Agreement Term Sheet summarizes the agreement that MSU has negotiated with Tarn Biosciences, Inc.

cc: Board of Trustees, S. Fletcher, T. Woodruff, B. Quinn, M. Woo, T. Jeitschko, N. Beauchamp, M. Zeig, J. Swartz, L. Kriser



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OPTION AGREEMENT TERM SHEET


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| Party: | Tarn Biosciences, Inc |
| Project Description: | Option agreement For an exclusive worldwide license to the patent rights of the following technology: TEC2020-0139, "Antimycobacterials targeting the MmpL3 protein" List all PCT/ National Phase applications. PCT/US2022/014342 |
| Term: | Twelve months from the effective date of the option agreement and extendable for an additional twelve months. |
| Financial Terms: | Option fee of \$1,000; additional one year extension fee of \$2,000. |
| Services Provided: | By MSU to company: None By company to MSU: None |
| Use of University Facilities/Personnel: | None |
| Organization Type and Domicile: | C-Corp Michigan |
| Personnel Interest: | Dr. Robert Abramovitch, Professor in the Department of Microbiology and Molecular Genetics, and Dr. Edmund Ellsworth, Professor in the College of Pharmacology & Toxicology, and members of their family own or have options to buy an ownership interest of more than 1% of the company. |

The parties may add or remove technologies under the agreement, including improvements generated under a separate sponsored research agreement, provided the change does not affect the financial consideration of the parties or the nature or extent of any pecuniary interest of MSU personnel.

MICHIGAN STATE UNIVERSITY

May 15, 2023

MEMORANDUM

To: Committee on Audit, Risk and Compliance
From: Douglas A. Gage, Ph.D. 
Vice President for Research and Innovation
Subject: Approval of Contract Terms: *Great Lakes Crystal Technologies, Inc*

RECOMMENDATION

The Trustee Committee on Audit, Risk and Compliance recommends that the Board of Trustees approve a contract between Michigan State University and *Great Lakes Crystal Technologies, Inc*, a Delaware Corporation, in which MSU Professor Dr. Timothy Grotjohn and his family hold a financial interest.

RESOLUTION

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves a Sponsored Research Agreement with Great Lakes Crystal Technologies, consistent with earlier public notice and with a Sponsored Research Agreement Term Sheet now presented to the Board for inclusion in its minutes.

BACKGROUND

The terms of a sponsored research agreement are now presented for Board approval. Dr. Timothy Grotjohn is a tenured Professor in the Department of Electrical and Computer Engineering (ECE) and a co-founder, officer, equity holder, and technical advisor to GLCT. The company produces diamonds for electronic, detector, sensor, laser, x-ray, and quantum applications.

The attached Service Agreement Term Sheet summarizes the agreement that MSU has negotiated with Great Lakes Crystal Technologies.

cc: Board of Trustees, S. Fletcher, T. Woodruff, B. Quinn, M. Woo, T. Jeitschko, N. Beauchamp, M. Zeig, J. Swartz, L. Kriser



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Service AGREEMENT TERM SHEET

Party: Great Lakes Crystal Technologies, Inc

Project Description: Service Agreement
X-ray diffraction testing for PD63314

Term: June 2023 – August 2023

Financial Terms: Three thousand five hundred and twenty-eight dollars (\$3,528.00) to MSU from GLCT for funding of the services.

Services Provided: By MSU to GLCT: X-ray diffraction analysis of the material.
By GLCT to MSU: None contemplated under this agreement.

Use of University Facilities/Personnel: MSU facilities, Engineering Building X-ray Diffractometer; Dr. Qi Fan is the Principal Investigator for this project.


Organization Type and Domicile: Delaware Corporation

Personnel Interest: Faculty member Dr. Timothy Grotjohn, Professor with the Department of Electrical and Computer Engineering, and his family have an ownership interest greater than 1% in the company.

MICHIGAN STATE UNIVERSITY

May 15, 2023

MEMORANDUM

To: Committee on Audit, Risk and Compliance
From: Douglas A. Gage, Ph.D. 
Vice President for Research and Innovation
Subject: Approval of Contract Terms: *Great Lakes Crystal Technologies Inc.*

RECOMMENDATION

The Trustee Committee on Audit, Risk and Compliance recommends that the Board of Trustees approve a contract between Michigan State University and Great Lakes Crystal Technologies Inc., a Delaware corporation, in which MSU Professor Dr. Timothy Grotjohn holds a financial interest.

RESOLUTION

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves a service agreement with Great Lakes Crystal Technologies Inc., consistent with earlier public notice and with a Service Agreement Term Sheet now presented to the Board for inclusion in its minutes.

BACKGROUND

The terms of a service agreement are now presented for Board approval. Dr. Timothy Grotjohn is a tenured Professor in the Department of Electrical and Computer Engineering (ECE) and a co-founder, officer, equity holder, and technical advisor to GCLT.

The attached Service Agreement Term Sheet summarizes the agreement that MSU has negotiated with Great Lakes Crystal Technologies Inc.

cc: Board of Trustees, S. Fletcher, T. Woodruff, B. Quinn, M. Woo, T. Jeitschko, N. Beauchamp, M. Zeig, J. Swartz, L. Kriser



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SERVICE AGREEMENT TERM SHEET

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|--|---|
| Party: | Great Lakes Crystal Technologies Inc. |
| Project Description: | Service Agreement |
| Term: | From the effective approval date of this service agreement for one year and six months. |
| Financial Terms: | One year and six months of effort totaling \$87,500 to MSU |
| Services Provided: | By MSU to company: MSU will perform diamond preparation experiments on diamond materials developed by GLCT and will characterize those materials via advanced analytical measurements. By company to MSU: none |
| Use of University Facilities/Personnel: | Dr. Tim Hogan will be responsible for the overall management of the MSU effort. He will also coordinate diamond material measurement. |
| Organization Type and Domicile: | Delaware Corporation |
| Personnel Interest: | Dr. Timothy Grotjohn has ownership or options to buy >1% of Great Lakes Crystal Technologies Inc. |

MICHIGAN STATE UNIVERSITY

May 15, 2023

MEMORANDUM

To: Committee on Audit, Risk and Compliance
From: Douglas A. Gage, Ph.D. *Douglas Gage*
Vice President for Research and Innovation
Subject: Approval of Contract Terms: Great Lakes Crystal Technologies Inc

RECOMMENDATION

The Trustee Committee on Audit, Risk and Compliance recommends that the Board of Trustees approve a contract between Michigan State University and *Great Lakes Crystal Technologies, Inc*, a Delaware corporation, in which MSU Professor Dr. Timothy Grotjohn holds a financial interest.

RESOLUTION

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves a service agreement with Great Lakes Crystal Technologies, Inc, consistent with earlier public notice and with a Services Agreement Term Sheet now presented to the Board for inclusion in its minutes.

BACKGROUND

The terms of a services agreement are now presented for Board approval. Dr. Timothy Grotjohn is a tenured Professor in the Department of Electrical and Computer Engineering (ECE) and a co-founder, officer, equity holder, and technical advisor to GLCT.

The attached Services Agreement Term Sheet summarizes the agreement that MSU has negotiated with Great Lakes Crystal Technologies, Inc.

cc: Board of Trustees, S. Fletcher, T. Woodruff, B. Quinn, M. Woo, T. Jeitschko, N. Beauchamp, M. Zeig, J. Swartz, L. Kriser



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SERVICE AGREEMENT TERM SHEET

Party: **Great Lakes Crystal Technologies, Inc**

Project Description: Service Agreement; (PD63126;IP00656810) Large Area Diamond Wafers by the Mosaic Technique

Term: 06/13/2023 – 12/12/2024

Financial Terms: \$125,000 (funded by Other Transaction); DARPA is the Sponsor

Services Provided: By MSU to company: Reactor and process development for thermal uniformity during diamond deposition and measurements of specific properties.
By company to MSU: None contemplated under this agreement.

Use of University Facilities/Personnel: Engineering Research Complex; Dr. Tim Hogan (Principal Investigator); Dr. Timothy Grotjohn (Key Personnel)

Organization Type and Domicile: **Delaware Corporation**

Personnel Interest: Dr. Timothy Grotjohn (MSU faculty member) has an ownership interest greater than 1% in Great Lakes Crystal Technologies, Inc.

MICHIGAN STATE UNIVERSITY

May 15, 2023

MEMORANDUM

To: Committee on Audit, Risk and Compliance
From: Douglas A. Gage, Ph.D. *Douglas Gage*
Vice President for Research and Innovation
Subject: Approval of Contract Terms: Tarn Biosciences, Inc

RECOMMENDATION

The Trustee Committee on Audit, Risk and Compliance recommends that the Board of Trustees approve a contract between Michigan State University and *Tarn Biosciences, Inc*, a Michigan C-Corp, in which two MSU Professors Robert Abramovitch and Edmund Ellsworth hold a financial interest.

RESOLUTION

BE IT RESOLVED, that the Board of Trustees of Michigan State University hereby approves a Service agreement with Tarn Biosciences, Inc consistent with earlier public notice and with a Services Agreement Term Sheet now presented to the Board for inclusion in its minutes.

BACKGROUND

The terms of a services agreement are now presented for Board approval. Dr. Robert Abramovitch is a tenured Associate Professor in the Department of Microbiology and Molecular Genetics Cvm and is a co-founder, equity holder, and officer to Tarn Biosciences, Inc. Dr. Edmund Ellsworth is a tenured Professor in the Department of Pharmacology and Toxicology and co-founder, equity holder, and officer to Tarn Biosciences, Inc.

The attached Services Agreement Term Sheet summarizes the agreement that MSU has negotiated with Tarn Biosciences, Inc.

cc: Board of Trustees, S. Fletcher, T. Woodruff, B. Quinn, M. Woo, T. Jeitschko, N. Beauchamp, M. Zeig, J. Swartz, L. Kriser



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SERVICE AGREEMENT TERM SHEET

Party: **Tarn Biosciences, Inc** (MSU is the Sub-recipient)

Project Description: Service Agreement
Development of the HC2099 series of MmpL3 inhibitors to treat tuberculosis (PD59100/IP00622488).

Term: 06/01/2023 – 05/31/2025

Financial Terms: Three hundred and sixty thousand dollars funded by the NIH grant to MSU.

Services Provided: By MSU to company: Design and testing of specific prioritized analogs for efficacy against tuberculosis in acute and chronic infections models.
By company to MSU: None contemplated under this agreement.

Use of University Facilities/Personnel: BIOMED PHYS SCI Bldg; Life Sciences; University Research Containment Facility. Dr. Robert Abramovitch (Principal Investigator); Dr. Edmund Ellsworth (Co-investigator)

Organization Type and Domicile: **C-Corp Michigan**

Personnel Interest: Dr. Robert Abramovitch, Professor in the Department of Microbiology and Molecular Genetics, and Dr. Edmund Ellsworth, Professor in the Department of Pharmacology and Toxicology and members of their family, own or have options to buy an ownership interest of more than 1% of the company.