

**EXECUTIVE SUMMARY**

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**Item Name:**            **Transfer of Technology to Restorative Biosciences, Inc.  
(ASU)**

Action Item       Discussion Item       Information Item

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| <p><b>Issue:</b>            ASU requests Board approval to transfer technology to Restorative Biosciences, Inc. pursuant to a License Agreement between AzTE and Restorative Biosciences, Inc.</p> |
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**Background**

- Dr. Stephen Massia is Associate Professor of ASU's Harrington Department of Bioengineering. Dr. Gholam Ehteshami and Dr. Chad Kennedy is an ASU research faculty and adjunct faculty member, respectively, in the Harrington Department of Bioengineering.
- Dr. Massia, Dr. Ehteshami, Dr. Kennedy and Mr. Jeffrey Bade (the "Founders") are the co-founders of a company called Restorative Biosciences, Inc., an Arizona corporation (the "Company"). Subject to ABOR approval, AzTE will transfer certain technology in the field of anti-inflammatory therapeutic bioconjugates produced by Dr. Massia's lab to Restorative Biosciences, Inc. pursuant to the License Agreement. The technology transferred by ASU/AzTE will provide the basis for the Company to develop therapeutics for inflammatory related diseases.
- Under the License Agreement, AzTE will own 5% of the outstanding initial shares and will receive the following: an upfront fee of approximately \$65,000 (reimbursement of patent costs); an annual licensing fee of \$25,000/yr; success based milestones of up to \$2,125,000; and royalties ranging from 1.5-5% for the sale of any Licensed Products.
- It is contemplated that the remainder of the Company's equity will be owned by the Founders, employees, future managers, and other investors.

**Statutory/Policy Requirements**

- ABOR 6-909.10 (D) provides that a university may transfer technology to an entity in which a university employee is an officer, director, stockholder, or in which the employee maintains a material interest. As required by ABOR 6-909.10 (E), the ASU President certifies the following to the best of his knowledge:

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## **EXECUTIVE SUMMARY**

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- The nature of the agreement has been described to the president;
- The entity has demonstrated that the proposed agreement will benefit the economies of the state or nation;
- The proposed agreement does not violate any state or university contract;
- University instructional activities, research and public service will not be adversely affected;
- No employee interest will adversely affect any state interest;
- The proposed agreement does not violate ABOR policy on competition with private enterprise;
- As neither the Founders nor Restorative Biosciences, Inc. intend to supply equipment, material, supplies or services to ASU, no approval under A.R.S. § 15-1635.01 is required;
- The Agreement will compensate the university for the intended transfer of technology; and
- The ASU Office of General Counsel has approved the Agreement.

### **Committee Review and Recommendation**

N/A

### **Recommendation to the Board**

RESOLVED: It is recommended that the Board approve the License Agreement between AzTE and Restorative Biosciences, Inc.

**EXECUTIVE SUMMARY**

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**Item Name:           Transfer of Technology to SynSonix, LLC (ASU)**

Action Item       Discussion Item       Information Item

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| <p><b>Issue:</b>           ASU requests Board approval to transfer technology to SynSonix, LLC pursuant to a License Agreement between AzTE and SynSonix, LLC.</p> |
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**Background**

- Dr. William J. Tyler is an Assistant Professor of Neurobiology and Bio-Imaging in the School of Life Sciences at Arizona State University. Dr. Sumon Pal is completing his postdoctoral studies in Molecular and Cellular Biology at Harvard University.
- Dr. Tyler and Dr. Pal (the “Founders”) are the co-founders of a company called SynSonix, LLC., an Arizona Limited Liability Company (the “Company”). Subject to ABOR approval, AzTE will transfer certain technology in the field of ultrasonic neuromodulation developed for the purpose of noninvasively controlling the activity of brain circuits by Dr. Tyler to SynSonix, LLC pursuant to the License Agreement. The technology transferred by ASU/AzTE will provide the basis for SynSonix, LLC to develop ultrasonic neuromodulation devices for noninvasively controlling brain activity.
- Under the License Agreement, AzTE will own 5% of the outstanding LLC Units and will receive a royalty of 1-5% for the sale of any Licensed Products.
- It is contemplated that the remainder of the Company’s equity will be owned by the Founders, the Company Members, and investors.

**Statutory/Policy Requirements**

- ABOR 6-909.10 (D) provides that a university may transfer technology to an entity in which a university employee is an officer, director, stockholder, or in which the employee maintains a material interest. As required by ABOR 6-909.10 (E), the ASU President certifies the following to the best of his knowledge:
  - The nature of the agreement has been described to the president;

## **EXECUTIVE SUMMARY**

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- The entity has demonstrated that the proposed agreement will benefit the economies of the state or nation;
- The proposed agreement does not violate any state or university contract;
- University instructional activities, research and public service will not be adversely affected;
- No employee interest will adversely affect any state interest;
- The proposed agreement does not violate ABOR policy on competition with private enterprise;
- As neither the Founders nor SynSonix, LLC intend to supply equipment, material, supplies or services to ASU, no approval under A.R.S. § 15-1635.01 is required;
- The Agreement will compensate the university for the intended transfer of technology; and
- The ASU Office of General Counsel has approved the Agreement.

### **Committee Review and Recommendation**

N/A

### **Recommendation to the Board**

RESOLVED: It is recommended that the Board approve the License Agreement between AzTE and SynSonix, LLC.