

10-05-1998

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RECORDATION FORM COVER SHEET
PATENTS ONLY



100844218

To the Honorable Commissioner of Patents and Trademarks. Please record the attached on _____

1. Name of conveying party(ies):

Sterling Winthrop Inc.
90 Park Avenue
New York, New York 10016

2. Name and address of receiving party(ies):

Sanofi
32-34 rue Marbeuf
75374 Paris Cedex 08
FRANCE

Additional name(s) of conveying party(ies) attached? [] yes [X] no

3. Nature of Conveyance:

[X] Assignment [] Merger
[] Security Agreement [] Change of Name
[] Other _____

Execution Date

(of Assignment): September 4 & September 14, 1998

(of Application): _____

Additional name(s) & address(es) attached? [] Yes [X] No

4. Application number(s) or patent number(s): 5,714,585; 5,705,149; 5,328,988

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s)

Additional numbers attached? [] Yes

B Patent No.(s): 5,714,585; 5,705,149; 5,328,988

[X] No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Sanofi Pharmaceuticals, Inc.

Internal Address: Patent Department

Street Address: 9 Great Valley Parkway

City: Malvern State: PA ZIP: 19355

6. Total number of applications and patents involved: [3]

7. Total fee (37 CFR 3.41): \$ 120.00

Please charge deposit account number: 19-0091

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PATENT
REEL: 9479 FRAME: 0434

ASSIGNMENT OF INVENTION

THIS ASSIGNMENT is effective the 4th day of September, 1998, between STERLING WINTHROP INC. of 90 Park Avenue, New York, New York 10016, United States of America, a corporation of the State of Delaware (hereinafter the "Assignor"), who is the owner of the entire title in the United States patents set forth in Appendix A and in the inventions covered by said patents; and

SANOFI, 32-34 rue Marbeuf, 75374 Paris Cedex 08, FRANCE, a société anonyme of France (hereinafter the "Assignee"), who wants to acquire the entire title of Assignor in the aforesaid patents and the inventions covered thereby.

THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee its entire title in said patents, and all reissues, divisions and extensions thereof and to any Letters Patent which have or may issue based thereon, all of which are encompassed herein by the term "Patents", including all claims for damage for past infringement thereof; the same to be held and enjoyed by Assignee, its successors, and assigns, as fully and entirely as the same would have been held and enjoyed by Assignor had this assignment and sale not been made.

Assignor also agrees that it will, at Assignee's request, render such lawful cooperation and assistance as may be necessary for the proper maintenance and enforcement of said patents, provided, however, that Assignor may condition its compliance with such a request on Assignee's agreement to pay Assignor reasonable out-of-pocket expenses in connection therewith.

This document shall be construed, interpreted and applied in accordance with the laws of the State of New York.

In WITNESS THEREOF, the parties have caused their respective corporate names to be affixed hereto and this instrument to be signed by their duly authorized officers as of the day and year written below.

IN WITNESS WHEREOF, I have hereunto set hand and seal this

4th day of SEPTEMBER, 1998.

STERLING WINTHROP INC.

By William E. Hawkhurst
WILLIAM E. HAWKHURST
Assistant Secretary

Witnessed by: Stephanie Ingersoll
Name: Stephanie Ingersoll
Title: Sr. Admin. Asst.

IN WITNESS WHEREOF, I have hereunto set hand and seal this

14th day of September, 1998.

SANOFI

By John M. Spinnato
JOHN M. SPINNATO
Attorney-in-Fact

Witnessed by: Anita G. Beldjilali
Name: Anita G. Beldjilali
Title: Executive Assistant

APPENDIX A
UNITED STATES - Patents

Docket	Inventor(s)	Appln/Date	Title
63986	Namen et al.	5,714,585 03-Feb-1998	LYMPHOPOIETIN-1
63986	Namen et al	5,705,149 06-Jan-1998	LYMPHOPOIETIN-1
63986	Namen et al	5,328,988 12-Jul-1994	LYMPHOPOIETIN-1