

1. Additional name(s) of conveying party(ies):
(Continued from Page 1)

Ralph Niven
YiLin Zhang
Pingzhong Huang

2. Additional name(s) and address(es) of receiving party(ies):
(Continued from Page 1)

3. Additional application number(s) or patent number(s):
(Continued from Page 1)

A. Patent Application No.(s)

B. Patent No.(s)

SF 219449 v1

ASSIGNMENT OF PATENT APPLICATION

JOINT

WHEREAS, Jinkang WANG of 1248 18th Avenue, San Francisco, California 94122, Ralph NIVEN of 664 Hillcrest Way, Redwood City, California 94062, YiLin ZHANG of 444 N. El Camino real, #303, San Mateo, California 94401 and Pingzhong HUANG of 805 Wakehurst Drive, Apex, North Carolina 27502, hereinafter referred to as "Assignors," is the inventor of the invention described and set forth in the below-identified application for United States Letters Patent:

Title of Invention: HETEROCYCLIC CATIONIC LIPIDS

Date(s) of execution of Declaration: _____

Filing Date: October 30, 1998

Application No.: 09/183,634 ; and

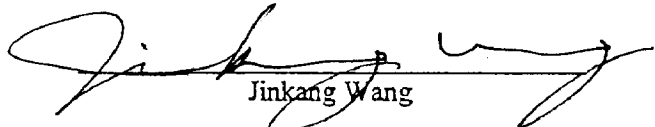
WHEREAS, Megabios Corporation, of 863A Mitten Road, Burlingame, California, 94010, hereinafter referred to as "ASSIGNEE," is desirous of acquiring an interest in the invention and application and in any U.S. Letters Patent and Registrations which may be granted on the same;

For good and valuable consideration, receipt of which is hereby acknowledged by Assignors, Assignors has assigned, and by these presents does assign to Assignee all right, title and interest in and to the invention and application and to all foreign counterparts (including patent, utility model and industrial designs), and in and to any Letters Patent and Registrations which may hereafter be granted on any patent application claiming priority from the same in the United States and all countries throughout the world, and to claim the priority from the application as provided by the Paris Convention. The right, title and interest is to be held and enjoyed by Assignee and Assignee's successors and assigns as fully and exclusively as it would have been held and enjoyed by Assignors had this Assignment not been made, for the full term of any Letters Patent and Registrations which may be granted thereon, or of any division, renewal, continuation in whole or in part, substitution, conversion, reissue, prolongation or extension thereof.

Assignors further agree that Assignors will, without charge to Assignee, but at Assignee's expense, (a) cooperate with Assignee in the prosecution of U.S. Patent applications and foreign counterparts on the invention and any improvements, (b) execute, verify, acknowledge and deliver all such further papers, including applications and instruments of transfer, and (c) perform such other acts as Assignee lawfully may request to obtain or maintain Letters Patent and Registrations for the invention and improvements in any and all countries, and to vest title thereto in Assignee, or Assignee's successors and assigns.

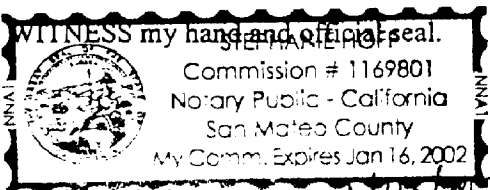
IN TESTIMONY WHEREOF, Assignor has signed his/her name on the date indicated.

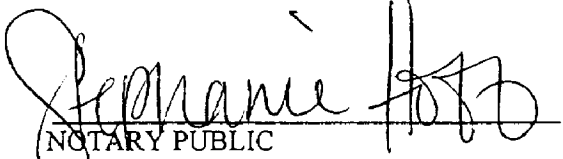
Dated: 1/28/1999


Jinkang Wang

STATE OF CALIFORNIA)
)
) ss.
COUNTY OF)

On 1/28/99, before me, Stephanie Hott, personally appeared Jinkang Wang, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

My Commission Expires: 1/16/02


NOTARY PUBLIC

Dated: _____

Ralph Niven

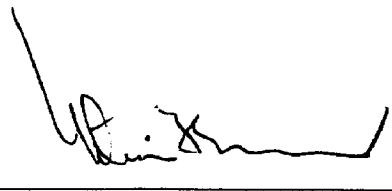
STATE OF CALIFORNIA)
)
) ss.
COUNTY OF)

On _____, before me, _____, personally appeared Ralph Niven, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

NOTARY PUBLIC

My Commission Expires: _____



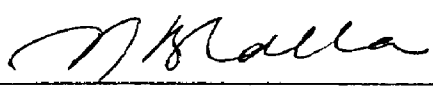
Dated: 4/12/99

YiLin Zhang

STATE OF CALIFORNIA)
) ss.
COUNTY OF)

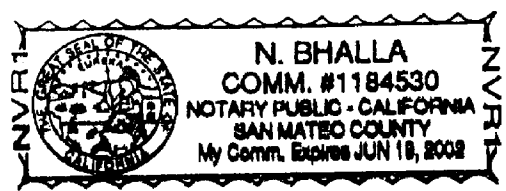
On 4/12/99, before me, NEELAM BHALLA, personally appeared YiLin Zhang, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



NOTARY PUBLIC

My Commission Expires: _____



Dated: _____

Pingzhong Huang

STATE OF CALIFORNIA)
) ss.
COUNTY OF)

On _____, before me, _____, personally appeared Pingzhong Huang, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

NOTARY PUBLIC

My Commission Expires: _____

