

ASSIGNMENT AND AGREEMENT

For value received and intending to be legally bound, we, the undersigned joint inventors (Assignors), sell, assign and transfer to RHÔNE-POULENC RORER PHARMACEUTICALS INC. (Assignee), having a principal place of business at 500 Arcola Road, Collegetown, Pennsylvania 19426-0107, U.S.A., and its successors, assigns and legal representatives, the entire right, title and interest in and to our invention relating to

LLG POLYPEPTIDES OF THE TRIACYLGLYCEROL LIPASE FAMILY, AND COMPOSITIONS AND METHODS FOR THEIR USE IN ENZYMATIC HYDROLYSIS, AND PROTEIN AND GENE THERAPIES

as disclosed and claimed in and to the application for United States Letters Patent therefor, assigned Attorney Docket No. A2582B-US filed on December 5, 1997, as Serial No. 08/985,492, Attorney Docket No. A2582A-WO filed on December 5, 1997, as PCT International Patent Application No. PCT/US97/2233, and South African Patent Application No. 97/10999, filed December 8, 1997, and under any and all Letters Patent which may be granted therefor, and all right, title and interest in and to every patent application filed or to be filed on said invention in the United States or any other country in the world, including renewals, revivals, continuations, divisions and any substitute applications of said United States application or any corresponding application filed anywhere in the world, and any and all patents which may issue thereon, and any reissues and extensions of the same.

We authorize and request competent authorities to grant and issue any and all patents on said invention to said assignee or its successors, assigns and legal representatives, or to such nominees as said assignee may designate.

We agree that, when requested, we will, without charge to said assignee but at its expense, sign all papers, take all rightful oaths, and do all acts which may be necessary, desirable or convenient for securing and maintaining patents for said invention in any and all countries and for vesting title thereto in said assignee, its successors, assigns, legal representatives or nominees.

We covenant with said assignee, its successors, assigns and legal representatives, that the rights and property herein conveyed are free and clear of any encumbrance, and that we have full right to convey the same as herein expressed.

Signed Hegsville, PA USA on this 10th day of February 1998.
(City, State and Nation)

Signature: _____

Inventor's Name: Michael C. JAYE
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Signed at Audubon PA, USA on this 2nd day of March 1998.
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