

ASSIGNMENT OF PATENTS

WHEREAS, GLAXO WELLCOME INC., a corporation organized and existing under the laws of the State of North Carolina, having a principal place of business at Five Moore Drive, Research Triangle Park, North Carolina 27709 (hereinafter referred to as "Assignor"), is the owner by assignment of the U.S. Letters Patent and applications for U.S. Letters Patent shown on Schedule A attached hereto (collectively, the "Letters Patent"); and

WHEREAS, ABBOTT LABORATORIES, a corporation organized and existing under the laws of the State of Illinois, having a principal place of business at 100 Abbott Park Road, Abbott Park, Illinois 60064 (hereinafter referred to as "Assignee"), desires to acquire the Letters Patent;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby expressly acknowledged, Assignor hereby does sell, assign and transfer unto Assignee all of Assignor's right, title, and interest in the United States of America and its territories and possessions, including Puerto Rico, any state of the United States of America and the District of Columbia, in and to each of the Letters Patent, the same to be held and enjoyed by Assignee for Assignee's use, to the full end of the term or terms for which the Letters Patent may be granted, as fully and entirely as the same would have been held and enjoyed by Assignor, had this sale, assignment and transfer not been made.

This Assignment is made pursuant to the Asset Purchase Agreement dated as of the date hereof between Assignor, Assignee and, for certain purposes, Glaxo Group Limited, an affiliate of Assignor (the "Purchase Agreement"). Nothing in this Assignment shall be construed to be a modification of, or limitation on, any provision of the Purchase Agreement, including the representations and warranties set forth therein and the obligations of the parties thereto pursuant to the terms thereof. To the extent that any provision of this Assignment conflicts or is inconsistent with the terms of the Purchase Agreement, the terms of the Purchase Agreement shall govern and be controlling.

SCHEDULE A

PATENTS

<u>Patent Number</u>
US 5,019,583
US 5,466,700
US 5,866,591
US 5,453,510
US 5,556,978
US 4,701,460
US 4,761,418*
<u>Patent Application Number</u>
USSN 09/391,976
USSN 09/391,969

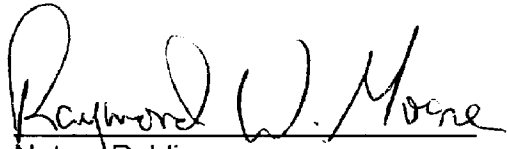
* Co-owned by GW and The General Hospital Corporation d/b/a Massachusetts General Hospital.

STATE OF NORTH CAROLINA

COUNTY OF WAKE

I, Raymond W. Moore, a Notary Public for said County and State, certify that Gary L. Kirby personally came before me this day and acknowledged that he is the Vice President, Business Development, of Glaxo Wellcome Inc., a North Carolina corporation, and that by authority duly given and as the act of the corporation, he signed the foregoing instrument in its name.

Witness my hand and official stamp or seal this the 18th day of November, 1999.


Notary Public

[Official Stamp or Seal]

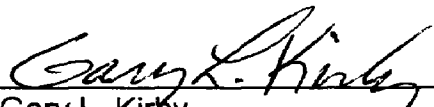
My commission expires:

October 7, 2004

(signature page to GW Assignment of Patents)

THIS ASSIGNMENT OF PATENTS is executed as of November 19, 1999.

GLAXO WELLCOME INC.

By: 
Name: Gary L. Kirby
Title: Vice President, Business Development

STATE OF NORTH CAROLINA



Department of The
Secretary of State

To all whom these presents shall come, Greetings:

I, Rufus L. Edmisten, *Secretary of State of the State of North Carolina*, do hereby certify the following and hereto attached to be a true copy of

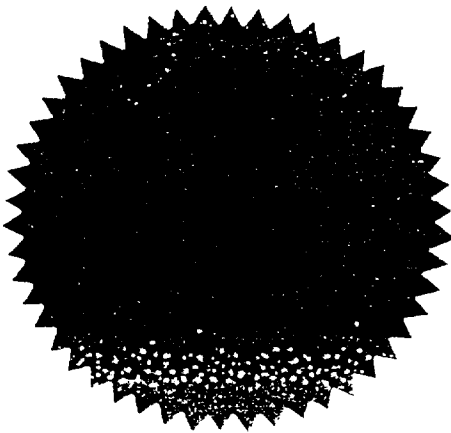
ARTICLES OF AMENDMENT

OF

BURROUGHS WELLCOME CO.
name changed to:
GLAXO WELLCOME INC.

the original of which is now on file and a matter of record in this office.

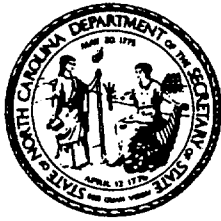
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 2nd day of November, 1995.



Rufus L. Edmisten

Secretary of State

STATE OF NORTH CAROLINA



Department of The
Secretary of State

I, RUFUS L. EDMISTEN, Secretary of State of the State of North Carolina, do hereby certify that the following is a listing of all changes in the corporate name of the corporation named below, insofar as disclosed by the records of this office:

Original name at date of incorporation or authorization:

GLAXO INC.

State of Incorporation: North Carolina

Date of Incorporation or Authorization: 29 May 1985

Name Changes

Name change was effected by

Document and date filed or issued:

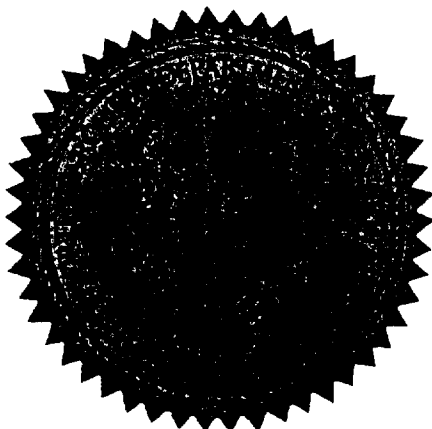
Articles of Amendment
filed 05 May 1995

Name changed to:

Glaxo Wellcome Inc.

I FURTHER CERTIFY that this certificate is in compliance with North Carolina General Statute §55-4-05 and may be recorded in the office of the Register of Deeds in the same manner as deeds, the former name of the corporation appearing in the "Grantor" index and the amended name of the corporation appearing in the "Grantee" index.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 24th day of May, 1995.



Rufus L. Edmisten

Secretary of State

953031023

ARTICLES OF AMENDMENT
OF
THE ARTICLES OF INCORPORATION
OF
BURROUGHS WELLCOME CO.

0-0019284
FILED
11:31 AM
OCT 30 1995
EFFECTIVE 10-31-95 11:54 PM
RUFUS L EDMISTEN
SECRETARY OF STATE
NORTH CAROLINA

Pursuant to Section 55-10-06 of the North Carolina General Business Corporation Act, Burroughs Wellcome Co., a corporation organized under the laws of the State of North Carolina (the "Corporation"), hereby submits these Articles of Amendment for the purpose of amending the Articles of Incorporation of the Corporation:

1. The name of the Corporation is Burroughs Wellcome Co.
2. The following amendment to the Articles of Incorporation of the Corporation was adopted by its shareholders on the 10th day of October, 1995, in the manner prescribed by law:

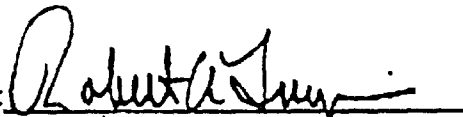
Article I is hereby amended by deleting its text in its entirety and substituting in lieu thereof the following:

"The name of the corporation is Glaxo Wellcome Inc."

3. These Articles of Amendment shall become effective at 11:59 p.m. on October 31, 1995.

This the 30th day of October, 1995.

BURROUGHS WELLCOME CO.

By: 
Name: Robert A. Ingram
Title: President and Chairman

RAL/14097/1