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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Associated Synpse Biologics

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

Name: **Botulinum Toxin Research Associates, Inc.**

Address: **90 Kennington Road**

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

City: **Canton** State/Prov.: **MA**

Country: **US** ZIP: **02021**

Execution Date: **January 26, 2000**

Additional name(s) & address(es) Yes No

4. Application number(s) or registration numbers(s):

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

Patent Application No. Filing date

B. Patent No.(s)

5,696,077

Additional numbers Yes No

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

Name: **John M. Griem, Jr., Esq.**

Registration No. **40,005**

Address: **Milbank, Tweed, Hadley & McCloy LLP**

1 Chase Manhattan Plaza

City: **New York** State/Prov.: **NY**

Country: **US** ZIP: **10005-1413**

6. Total number of applications and patents involved: **1**

7. Total fee (37 CFR 3.41):.....\$ **40.00**

Enclosed - Any excess or insufficiency should be credited or debited to deposit account

Authorized to be charged to deposit account

8. Deposit account number:

13-3250

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9. Statement and signature. **40.00 OP**

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

John M. Griem, Jr., Esq.

February 1, 2000

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and

4

ASSIGNMENT

WHEREAS, ASSOCIATED SYNPOSE BIOLOGICS ("ASB"), a Massachusetts limited partnership ("Assignor") is the proprietor and sole legal and beneficial owner of all right, title and interest in the patents and patent applications listed on the attached Schedule A (the "Patents"); and

WHEREAS, BOTULINUM TOXIN RESEARCH ASSOCIATES, INC. ("BTRA"), a Massachusetts corporation, having a principal place of business at 90 Kennington Road, Canton, MA 02021, ("Assignee") is desirous of acquiring the title, rights, benefits, and privileges hereinafter recited;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and further to that certain Assignment, Bill of Sale, and Mutual General Release effective June 12, 1998, Assignor hereby and without reservation:

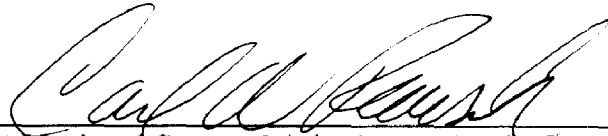
1. Assigns, transfers, and conveys to Assignee the entire right, title, and interest in and to the Patents and the inventions and discoveries described therein together with all related rights of action, powers and benefits, including without limitation any divisionals, continuations, reissues, extensions or other U.S., foreign or international applications based in whole or in part thereon, including the right to sue for damages and other legal and equitable remedies in respect to all causes of action relating to the Patents arising prior to, on or after the date of this Assignment.
2. Binds itself and its heirs, legal representatives and assigns at the request of the Assignee to do all acts and things, including without limitation, executing all documents necessary and/or desirable and providing all reasonable assistance:
 - (a) to enable the Assignee to register this assignment of the Patent with the relevant Patent Office; and

(b) to secure the vesting in the Assignee of all right, title and interest in the Patent.

3. This assignment shall be governed by the laws of the State of New York.

EXECUTED by ASSOCIATED SYNPOSE BIOLOGICS, a Massachusetts limited partnership acting by its general partner NeuroBlok, Inc., a Delaware corporation

Dated: 1-26-00



Associated Synpose Biologics, acting by its general partner NeuroBlok, Inc.

Name: Carl W Rausch
Title: President, NeuroBlok Inc

EXECUTED by Donald Montefusco, President of BOTULINUM TOXIN RESEARCH ASSOCIATES, INC.

Dated: 1-26-00

State/Commonwealth

of Massachusetts
County of Middlesex

On this 26th day of January, 2000, before me appeared Carl W Rausch, to me personally known who, being duly sworn, did depose and say that he is a president of NeuroBlok, Inc. the general partner of Interactive Biologics Associates, the partnership named in and which executed the foregoing instrument; and that said instrument was signed on behalf of said partnership; and said he acknowledged said instrument to be the free and authorized act and deed of said partnership.

Hazel V Forney Notary Public

Hazel V Forney (print name)
My commission expires 01/04/02

(SEAL)

Schedule A

U.S. Patents

5,696,077

Canadian Patents

2,138,020

Japanese Patents

Application No. 6-502542