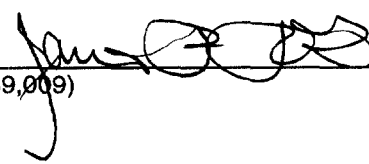


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To the Honorable Commissioner of Patents and Trademarks		attached original documents or copy thereof.	
1. Name of conveying party(ies): Michael Dennis DOWLE Harry FINCH Lee Andrew HARRISON Graham George Adam INGLIS Martin Redpath JOHNSON Simon John Fawcett MACDONALD Additional name(s) of conveying party(ies) attached? 3. Nature of conveyance: <div><input checked="" type="checkbox"/> X Assignment <input type="checkbox"/> Security Agreement <input type="checkbox"/> Other</div> <div><input type="checkbox"/> Merger <input type="checkbox"/> Change of Name</div> Execution Date September 9, 1997		2. Name and address of receiving party(ies): Name: Glaxo Wellcome Inc. Internal Address: Global Intellectual Property Dept. Street Address: Five Moore Drive, PO Box 13398 Research Triangle Park, NC 27709 Additional name(s) & address(es) attached? <div><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</div>	
4. Application number(s) or patent number(s): PCT/EP98/05604 filed September 7, 1998 If this document is being filed together with a new application, the Express Mail date of the application is: <div><div>A. Patent Application No.(s)</div><div>Patent No.(s)</div><div>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> X No</div></div>			
5. Name and address of party to whom correspondence concerning document should be mailed: Name: David J. Levy Patent Counsel Internal Address: Glaxo Wellcome Inc. Global Intellectual Property Street Address: Five Moore Drive PO Box 13398 City: RTP State: NC Zip: 27709		6. Total number of applications and patents involved: 1 7. Total fee (37 CFR 3.41): \$ 40.00 Enclosed <input checked="" type="checkbox"/> X Authorized to be charged to deposit account 8. Deposit account number: 07-1392	
DO NOT USE THIS SPACE			
9. Statement and signature. <i>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.</i> <div><div><input checked="" type="checkbox"/> X James P. Riek (Reg. No. 39,009)</div><div> 8 May 2000 Date</div></div> Total number of pages comprising cover sheet: 1 of 1			

ASSIGNMENT

WHEREAS I/WE, Michael Dennis DOWLE, Harry FINCH, Lee Andrew HARRISON, Graham George Adam INGLIS, Martin Redpath JOHNSON, Simon John Fawcett MACDONALD, residing at c/o Glaxo Wellcome plc, Gunnels Wood Road, Stevenage, Hertfordshire SG1 2NY, GB (hereinafter called "the inventor(s)") have invented or discovered **"Pyrrolopyrrolone Derivatives as Inhibitors of Neutrophil Elastase"** (hereinafter called "the invention") for which an application for Letters Patent in the United States of America was originally filed as International Application No. PCT/EP98/05604 on 7 September 1998 (hereinafter called "the application"), and

WHEREAS the invention, being made in the circumstances set out in Section 39(1)(a) of the United Kingdom Patents Act 1977, belongs to my/our employer, namely **GLAXO WELLCOME plc**, a company incorporated in England whose registered address is Lansdowne House, Berkeley Square, London W1X 6BQ, England, and

WHEREAS GLAXO RESEARCH AND DEVELOPMENT LIMITED, a company incorporated in England whose registered address is Glaxo Wellcome House, Berkeley Avenue, Greenford, Middlesex UB6 0NN, England, is desirous of acquiring from **GLAXO WELLCOME plc** the whole right, title and interest in and to the invention and the application, and

WHEREAS GLAXO WELLCOME plc and **GLAXO RESEARCH AND DEVELOPMENT LIMITED** have authorised and requested my/our making the application, and

WHEREAS GLAXO WELLCOME INC., a corporation organised and existing under and by virtue of the laws of the State of North Carolina and having its principal place of business at Five Moore Drive, Research Triangle Park, North Carolina 27709, USA is desirous of acquiring from **GLAXO RESEARCH AND DEVELOPMENT LIMITED** the whole right, title and interest in and to the invention and the application in respect of the United States of America;

NOW, THEREFORE, to all whom it may concern be it known that I/we, the inventor(s), hereby confirm the ownership by **GLAXO WELLCOME plc** of the invention and the application by operation of law under the United Kingdom Patents Act 1977 and, if under the law of the United States of America I/we the inventor(s) have any ownership right, title and interest in the invention and the application (which I/we do not believe to be the case and claim no ownership right, title or interest in the invention and the application based on the law of the United Kingdom), I/we the inventor(s) nevertheless hereby assign and transfer such ownership right, title and interest in and to the invention and the application to **GLAXO WELLCOME plc**. **GLAXO WELLCOME plc** in turn hereby assigns and transfers to **GLAXO RESEARCH AND DEVELOPMENT LIMITED** its whole right, title and interest in and to the invention and the application. **GLAXO RESEARCH AND DEVELOPMENT LIMITED** in turn hereby assigns and transfers to **GLAXO WELLCOME INC.** its whole right, title and interest in and throughout the United States of America in and to the invention and the application and in and to any priority rights in respect of the invention and the application and in and to any divisional application, continuation or continuation in part application thereof, and in and to any extension or re-issue thereof, and I/we the inventor(s) and **GLAXO WELLCOME plc** and **GLAXO RESEARCH AND DEVELOPMENT LIMITED** hereby authorise and request any patent arising therefrom in the United States of America be issued to **GLAXO WELLCOME INC.**

AND GLAXO WELLCOME plc and **GLAXO RESEARCH AND DEVELOPMENT LIMITED** hereby, and I/we the inventor(s) for myself/ourselves and my/our respective executors and legal representatives hereby, agree to provide information and make execute and deliver any and all other instruments in writing, and any and all further acts, applications, papers, affidavits, assignments and other documents which may be possible and are necessary or desirable to more effectually secure to and vest in **GLAXO WELLCOME INC.**, its successors and assigns, the whole right, title and interest in and to the invention and the application hereby assigned and transferred in respect of the United States of America.

IT is hereby declared that each of the transactions hereby effected does not form part of a larger transaction or of a series of transactions in respect of which the amount or value, or the aggregate amount or value, of the consideration exceeds £60,000.

IN WITNESS whereof and with effect from the 9 September 1997 the inventor(s) and Graham George Brereton as Attorney of both GLAXO WELLCOME plc and GLAXO RESEARCH AND DEVELOPMENT LIMITED by virtue of Powers of Attorney granted by GLAXO WELLCOME plc and GLAXO RESEARCH AND DEVELOPMENT LIMITED respectively have hereunto set their respective hands.

SIGNED by Michael Dennis DOWLE:

Michael Dennis Dowle

effective 9 September 1997

In the presence of: TRACY JANE REDFERN

Tracy Jane Redfern

SIGNED by Harry FINCH:

Harry Finch

effective 9 September 1997

In the presence of: JAYNE PHILLIPS

Jayne Phillips

SIGNED by Lee Andrew HARRISON:

Lee Andrew Harrison

effective 9 September 1997

In the presence of: NICHOLAS BAILEY

N. Bailey

SIGNED by Graham George Adam INGLIS:

Graham George Adam Inglis

effective 9 September 1997

In the presence of: DEREK ANTHONY DEMMAINE

D Demmaine

SIGNED by Martin Redpath JOHNSON:

Martin Redpath Johnson

In the presence of: TRACY JANE REDFERN

effective 9 September 1997

Tracy Jane Redfern

SIGNED by Simon John Fawcett MACDONALD:

Simon John Fawcett Macdonald

effective 9 September 1997

In the presence of: DEREK ANTHONY DEMMAINE

D Demmaine

SIGNED by Graham George Brereton as the Attorney of each of Glaxo Wellcome plc
and Glaxo Research and Development Limited:

Graham George Brereton